AS GOOD AS IT GETS

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RED ORIGINAL

9/5/97 (REVISED)

Shooting Script

FADE IN:

1 INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - NIGHT 1

ANGLE ON apartment doorway. As it opens and an enormously SWEET-FACED, ELDER WOMAN steps out, bundled up against the cold -- turning back to call inside to the unseen love of her long life.

SWEET-FACED WOMAN
I'm just going to get some flowers, dear. I'll be back in twenty minutes. It's tulip season today. I'm so happy.

And now she turns and faces the hallway... her sweetness dissolves in a flash... replaced by repulsion and that quickly she has reversed herself and reentered her apartment... closing the door as we consider her vacated.

POV - MELVIN UDALL

in the hallway... Well past 50... unliked, unloved, unsettling. A huge pain in the ass to everyone he's ever met. Right now all his considerable talent and strength is totally focused on seducing a tiny dog into the elevator door he holds open.

MELVIN
Come here, sweetheart... come on.

ON DOG

Sniffing at a particular spot on the hall carpeting. Melvin lets the elevator door close and advances on the mutt who has ignored him.

MELVIN
Wanna go for a ride? Okay, sweetie?

The dog lifts his leg at the precise moment Melvin lunges and picks him up with a decisive heft -- so that dog urine squirts the hall wall for a second or two. The DOG sensing a kindred spirit starts to GROWL and BARK.

MELVIN
(a malevolent tone)
You've pissed your last floor, you dog-eared monkey.

The dog takes a snap at Melvin, but the man is much meaner and quicker than the dog -- he holds his snout shut with his hand and reaches for the door of the garbage chute.

(CONTINUED)

1 CONTINUED: 1

MELVIN
I'll bet you wish you were some sort of real dog now, huh? Don't worry... this is New York. If you can make it here, you can make it anywhere, you know? You ugly, smelly fuck.

And with that, he stuffs him in the garbage chute and lets go. We hear a FADING SERIES of PLEADING "AWOOOOS" from the DOG fade to nothingness... as another apartment door opens emitting the loud sounds of a PARTY and SIMON NYE, early 30s. Simon has been born and raised with Gothic horror and it's strange that what that stew of trauma has produced is a gifted, decent man.

2 OMITTED 2

3 INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - NIGHT 3

Frantic... he bolts into the hall... Melvin is just about to enter his apartment.

SIMON
Verdell!?!! Here, good doggie...

He notices Melvin at the far end of the hall.

SIMON
Mr. Udall... excuse me. Hey there!
(as Melvin turns)
Have you seen Verdell?

MELVIN
What's he look like?

Melvin starts to walk back to his apartment door which is directly opposite Simon's.

SIMON
My dog... you know... I mean my little dog with the adorable face... Don't you know what my dog looks like?

MELVIN
I got it. You're talking about your dog. I thought that was the name of the colored man I've been seeing in the hall.

(CONTINUED)

3 CONTINUED: 3

Simon looks O.S. -- and sees his black friend.

SIMON
Which color was that?

MELVIN
Like thick molasses, with one of those wide noses perfect for smelling trouble and prison food...

Simon has had it.

SIMON
Frank Sachs -- Melvin Udall.

MELVIN
(not missing a beat)
How're you doing?

SIMON
Frank shows my work, Mr. Udall. I think you know that.

FRANK
(overlapping)
Simon, you've got to get dressed.

MELVIN
(to Simon)
What I know is that as long as you keep your work zipped up around me, I don't give a fuck what or where you shove your show. Are we done being neighbors for now?

SIMON
(to Frank)
Do you still think I was exaggerating?

FRANK can only smile.

FRANK
Definitely a package you don't want to open or touch.

MELVIN
Hope you find him. I love that dog.

Simon, terminally non-confrontational, still finds himself compelled to turn back toward Melvin.

(CONTINUED)

3 CONTINUED: (2) 3

SIMON
(directly)
You don't love anything, Mr. Udall.

Simon closes his door leaving Melvin alone in the hallway.

MELVIN
I loved throwing your dog down the garbage chute.

4 INT. MELVIN'S APARTMENT - BATHROOM - NIGHT 4

Melvin locks and unlocks and locks his door, counting to five with each lock. He turns the lights quickly on and off and on five times and makes a straight-line towards his bathroom where he turns on the hot water and opens the medicine chest.

4A INT. MEDICINE CHEST 4A

Scores of neatly stacked Neutrogena soaps. He unwraps one -- begins to wash -- discards it -- goes through the process two more times.

5 thru 8 OMITTED (BECOMES SCENE 24A) 5 thru 8

9 INT. SIMON'S APARTMENT - ENTRANCE HALL - NIGHT 9

A group of PARTY GOERS enters -- followed by a HANDYMAN holding Verdell who looks and finds:

SIMON

Who looks up -- lights up -- and tears up as he moves quickly toward the group and his dog.

SIMON
Thank the good Lord... wow... my honey... where have you been?

PARTY GOER
(thinking the greeting's for him)
He always liked me.

(CONTINUED)

9 CONTINUED: 9

As Simon goes past him to take the dog from the Handyman... JACKIE, Frank's junior partner, barking a laugh at the Party Goer -- VERDELL BARKING some love. As the others greet Simon, Jackie directs the group inside. Jackie lingers, looking on affectionately as Simon picks some awful, sticky gunk from the dog's body... he puts Verdell down to reach for his wallet -- the tiny DOG YAPS in protest.

SIMON
Just for a second, okay?

The DOG YAPS "no." Simon, delighted, picks him up again.

SIMON
(kissing him on the mouth)
Look at him... where was my little baby?

HANDYMAN
(smiling)
In the basement garbage bin eating diaper shit.

Simon reacts -- then notices the Handyman, tongue in cheek, trying to suppress his amusement.

SIMON
Go ahead, John, you earned your fun.

SIMON
(looking at Verdell)
How did he get down in the basement. I mean even if he got on the elevator how...?

HANDYMAN
Maybe some nice neighbor shoved him down the garbage chute.

SIMON
My God! No!

He starts out... Frank frustrated following.

10 OMITTED 10

11 INT. MELVIN'S APARTMENT - OFFICE - NIGHT 11

Quiet -- safe -- just Melvin's voice reading aloud as he writes.

(CONTINUED)

11 CONTINUED: 11

MELVIN
'Somewhere in the dark, she had confessed and he had forgiven. This is what you live for, he said. Two heads on a pillow where there is only the safety of being with each other. How, she wondered, could she find such hope in the most shameful part of her.'

He barely reacts as we hear a LOUD KNOCKING at his door.

SIMON (O.S.)
Mr. Udall.

But Melvin's into it. His fingers flying as he reads.

MELVIN
'At last she was able to define love. Love was...'

More KNOCKING.

SIMON (O.S.)
Mr. Udall, I'd like to talk to you please.

MELVIN
'Love was...'

He almost has the rest of the sentence -- the meaning of love -- but the knocking throws him.

MELVIN
... Son-of-a-bitch- pansy-assed-stool-pusher.

He bursts from his chair.

12 INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - NIGHT 12

As Simon hears MELVIN through the door and takes a step back. Melvin throws open the door. He looks demonic.

MELVIN
(loud and angry)
Yeeesss!!!

SIMON
Maybe this can wait.

Frank signals encouragement as Melvin opens the door.

(CONTINUED)

12 CONTINUED: 12

SIMON
I found Verdell, Mr. Udall.

MELVIN
Well that's a load off.

Melvin walks back into the apartment and is about to close the door when Simon has another burst of bravery.

SIMON
Did you... do something to him?

MELVIN
Do you realize that I work at home?

SIMON
(eyes downcast)
No, I didn't.

MELVIN
Do you like to be interrupted when you are nancing around in your little garden?

SIMON
No... actually, I even shut the phone off and put a little piece of cardboard in the ringer so no one can just buzz me from d...

MELVIN
Well, I work all the time. So never, never again interrupt me. Okay? I mean, never. Not 30 years from now... not if there's a fire. Not even if you hear a thud from inside my home and a week later there's a smell from in there that can only come from a decaying body and you have to hold a hanky against your face because the stench is so thick you think you're going to faint even then don't come knocking or, if it's election night and you're excited and want to celebrate because some fudge-packer you dated has been elected the first queer President of the United States... and he's going to put you up in Camp David and you just want to share the moment with someone...
(MORE)

(CONTINUED)

12 CONTINUED: (2) 12

MELVIN (CONT'D)
... don't knock... not on this door. Not for anything. Got me. Sweetheart?

SIMON
Yes. It's not a subtle point you're making.

MELVIN
Okay, then.

Melvin enters his apartment and slams the door shut.

SIMON
So the theory of confrontations is that now he'll think twice before messing with me?

Frank smiles affectionately. Simon turns serious.

SIMON
He's genuinely upsetting, isn't he?

FRANK
Don't worry about it. You go ahead.

Frank waits till Simon EXITS SCENE and then knocks loudly on Melvin's door. There is a sharp change in his demeanor.

MELVIN (O.S.)
Oh, I'm pissed!! Now I am really pissed!!!

Frank waits patiently as Melvin jerks his door back open. Frank immediately grabs Melvin by his shirt and jerks him forward... Melvin is scared. Operating on survival mode.

MELVIN
No touch. No touch. No touch.

FRANK
You may think you can intimidate the whole world with your attitude, but I grew up in Hell. My grandmother had more attitude. You don't intimidate me.

(CONTINUED)

12 CONTINUED: (3) 12

MELVIN
(calling)
Police! Police! Fucking crooked police... doughnut-munching morons help me!
(to Frank)
Assault and battery and you're black.

FRANK
Shhhhh now. I like Simon. I like him enough to battery you unrecognizable if you verbally abuse him or so much as touch his dog again. Meanwhile, I'll try and think how you can make this up to him.
(suddenly loud)
I hate doing this. I'm an art dealer.
(beat)
Have a nice day. Party!

He tosses Melvin back and walks off. Melvin straightens his shirt as he steps out into the hall. Frank smiles as he re-enters the other apartment. Melvin appears impressed.

13 thru 18 OMITTED 13 thru 18

19 EXT. NEW YORK CITY STREET NEAR CAROL'S RESTAURANT - DAY 19

A crowded and dirty street and here comes Melvin. His walk is brisk -- an animal wanting to pass through the danger without giving off the scent of its mounting fear. At times he places his palms together and extends his arms cutting a path through people. We will be very pointed in the fact that he avoids stepping on cracks.

CLOSER ON MELVIN

His eyes focused on the terrain.

20 INT. CAROL'S RESTAURANT - DAY 20

ANGLE ON WAITRESS

CAROL CONNELLY talks with another MOTHER -- a customer.

(CONTINUED)

20 CONTINUED: 20

You would not guess it, but her working hours tend to be the most carefree time of her day. She is telling a story about her son for the umpteenth time.

CAROL
(to the Mother's little girl)
Look at you, you're all better.

MOTHER
It's that new medication.

CAROL
You know all my son's stuff, right?

The Mother nods too sympathetically that she does but Carol interrupts her.

CAROL
No, no, no, I got a date tonight. I'm walking out the door this morning and he says to me, 'Mom, I promise not to get one of my fevers or coughs during your date.'

MOTHER
Isn't that sweet.

CAROL
Little blonde angel.
(to child, affectionately)
Eat everything.

Melvin enters and moves past several empty tables to a table towards the back and is obviously surprised to find a MAN and WOMAN sitting at the table.

WOMAN
It just came out of me. I said you love me the way a remote control loves a TV. As long as I switch everytime...

HER MALE COMPANION
Wonderful.

MELVIN
People who talk in metaphors can shampoo my crotch.
(on their look)
Eat up.

20 CONTINUED: (2) 20

They turn away -- Melvin walks a few paces to the waitress station where two waitresses, LISA and CAROL, are talking.

LISA
Pay me back next week.

CAROL
I owe you. I told you today... them's the rules. Oh, excuse me, Melvin.

She puts two hands lightly on his waist to move him out of the way. He gulps at the contact (since no one else ever touches him) but covers his self-consciousness.

MELVIN
I'm starving.

CAROL
(firmly to Lisa)
Will you please take it?

Melvin intentionally moves a step in her path, with stealth, so that she must touch him again to get him out of the way...

LISA
This way you take a cab home so you have time to get ready for the date.

CAROL
'Ready' is not my problem.

She barks a mirthless though hearty laugh. If we could read Melvin which we can't, we'd see him unsettled by the date talk. To Carol he is as harmless as furniture.

CAROL
(to Melvin)
Go sit down. You know you're not allowed back here... Spencer's more excited about it than I am... He says, 'Mom, I promise not to get a fever or cough during your date.'

The other WAITRESSES and the SHORT ORDER COOK all go "awwww."

CAROL
I know. He's just the best.

(CONTINUED)

20 CONTINUED: (3) 20

MELVIN
I've got Jews at my table.

CAROL
It's not your table. It's the place's table. Behave. This once, you can sit at someone else's station.

The two waitresses signal their protests.

CAROL
Or you can just wait your turn...

Melvin walks back into the restaurant proper... he hangs near his table... his discomfort builds in this limbo... then:

MELVIN
How much more you got to eat? Your appetite isn't as big as your noses, is it?

WOMAN
What?!?

MAN
(to Woman)
Let's go --

The Woman starts to protest.

MAN
Let's leave. We're going.

Melvin sits down at the table -- and takes from his pocket a plastic eating utensil set wrapped and sealed. As he opens his utensils.

CAROL
Bryan says he doesn't care how long you've been coming you ever act like this again you're barred for life. I'm gonna miss the excitement but I'll handle it.

There is in Carol's attitude toward Melvin some ingredient of self-satisfaction -- that she is the only one in the place who can handle him. She starts to clear the table.

(CONTINUED)

20 CONTINUED: (4) 20

MELVIN
The table's fine if it had some cholesterol on it. Two sausages, six bacon strips, fries, three eggs over easy and coffee.

CAROL
You're gonna die soon with that diet, you know that?

MELVIN
We're all gonna die soon. I will. You will. It sure sounds like your son will.

ON CAROL

Stunned. Some crazy street-freak has slipped under her perfect guard and momentarily devastated her. Melvin senses that he's gone way too far. He wipes his knife.

CAROL
If you ever mention my son again, you will never be able to eat here again. Do you understand? Give me some sign you understand or leave now. Do you understand me...
(adds a truthful label)
you crazy fuck? Do you?!?

A beat and then Melvin nods, hardly breathing -- backing down.

CAROL
Okay. I'll get your order.

She walks away. Melvin watches her, biting his lower lip. He takes some napkins and cleans the table himself.

A20 OMITTED A20

21 INT. CAROL'S APARTMENT - NIGHT 21

She is underneath a YOUNGER, cuter MAN on the living room sofa. He is expertly into foreplay. She begins to make noises as she responds... each time startling herself with her own noise and trying to reign it in.

(CONTINUED)

21 CONTINUED: 21

She's two women here -- one speeding the pleasure highway -- the other -- functional mom so blown away by the emergence of this sexy self that she laughs. The Young Man stops and looks at her.

YOUNG MAN
What?

CAROL
I... I... I don't know... You got me.

His eyes try to burn into hers... She is getting excited but doesn't know how to play it... He pushes one of the fingers of the hand caressing her face toward her mouth... She closes her teeth, his fingers attempt opening her mouth. She stops him.

CAROL
Let me just do whatever I do by myself... I'll catch up to you someplace I promise.
(as he's put off)
Oh, no... don't look like that. Noo. I'm sorry if I'm a goof.

She kisses him really well. She murmurs her thoughts.

CAROL
Kissing... kissing boys. Oh my.

And so with earnestness and caring, she has transformed the sex into something more intimate -- and, talk about egg in your beer, hotter. Things are getting wild when we hear from the distance a child, SPENCER, CALLING and COUGHING.

SPENCER (O.S.)
(softly)
Grandma, grandma...

Carol pulls her head away -- as Spencer's call continues.

YOUNG MAN
Maybe you better check.

CAROL
Like what did you think I was going to do?

22 INT. HALLWAY/BEVERLY'S ROOM - NIGHT 22

Pulling herself together she goes off down the hallway... she ducks her head into the first bedroom where her mother, BEVERLY, is listening to music on headphones... she takes them off when she sees Carol, then hears the cough.

BEVERLY
I'm sorry. I was hearing just everything you were doing so I put these on to give you privacy.

Carol now goes into her son's room.

23 INT. SPENCER'S ROOM - NIGHT 23

The room is a monument to horrible, sleepless nights... two drugstore de-humidifying filters, a nebulizer (breathing contraption) a waste basket... a night stand filled with medicine, a blood pressure kit... along with some stacks of seven-year-old toys and a small TV wedged into the tiny space.

SPENCER
I'm sorry.

CAROL
Don't be silly. How bad?

SPENCER
Not bad.

Carol feels his head... that's okay. Then he coughs -- trying to suppress it... then a bigger cough... they each know what that signals... She brings up a waste basket as he throws up... she comforts him. He apologizes. She loves him.

24 INT. LIVING ROOM - NIGHT 24

As she re-enters. He is taking a cigarette from a pack.

CAROL
(a bit panicked)
You can't smoke... He can't take smoke.

He palms the cigarette -- resumes making out -- his hand squeezes her breast -- then he stops and looks at his hand. She looks down and sees a bit of throw-up he picked up while feeling her and then notices him looking at her with extreme distaste... She barks a laugh to cover her embarrassment but speaks the truth.

(CONTINUED)

24 CONTINUED: 24

CAROL
Oh, God... I don't even notice anymore.

She crosses to the kitchen for a dishtowel. Tries to make light.

CAROL
That'll teach you.

YOUNG MAN
Don't apologize.

CAROL
(perturbed)
That wasn't an apology.

She notes his demeanor -- how he avoids looking at her -- how uncomfortable he is.

CAROL
Hey... this is just a little throw up -- it's nothing to be so embarrassed about. Really.
(as he shifts uncomfortably)
Thanks for the dinner. Let me write down which trains you take to get back.

YOUNG MAN
No way.

She brightens.

YOUNG MAN
I'll take a cab.

She deflates as he moves past her.

YOUNG MAN
Too much reality for a Friday night.

24A EXT. HOLLAND TUNNEL - NIGHT (FORMERLY SCENE 5) 24A

A cold night in hell. Three young men bullshit near the approach to the tunnel. Their names are VINCENT, EVAN and DOUG, who is the oldest at 28. Vincent is dopey and the most likeable of the gritty little trio.

EVAN
Why is every customer surprised I read books?

(CONTINUED)

24A CONTINUED: 24A

DOUG
(amazed)
You read books?

EVAN
Oh, wow! I know this guy! Look! He even bought me dinner.

They all focus on a black BMW as it slows and stops in front of them. CARL checks them out carefully through the front window. He is talking on the speaker phone.

CARL
(slightly exasperated)
Look, I just can't. I promised Simon I'd find him a model.

FRIEND (V.O.)
(on speaker phone, flirting)
Carl, take me off the speaker. Did I tell you that these are house seats? C'mon, you could use a break. Hello... Carl, are you there... hello?

Seeing the hustlers:

CARL
(amused)
... I just found a model.

DOUG
(to Carl)
Hey, how it's goin'...

EVAN
Hey, hi... remember?

CARL
I only need one.

EVAN
You picked me up, maybe a few weeks, I don't know, some time ago. You were very flattering about our... encounter.

CARL
Maybe just you and me... but this is for a painting. I need a pretty face.

Carl beckons to Vincent who joins him, trying to conceal his pride at winning this lowest end of beauty contests.

24B INT. SIMON'S APARTMENT - DAY 24B

There is a KNOCK at the door -- Simon crosses to answer. He is more relaxed then we've seen him -- a man at peace humming to his favorite music, talking to his dog who scratches at the door. Simon opens the door to Vincent.

SIMON
Sorry, I was out in the studio doing some work and I forgot about our appointment.

He leads the way back toward the studio -- chatting away -- unaware that Vincent is disrobing as he follows him and eyeing the expensive apartment.

SIMON
I usually make such a big deal out of picking models but Carl's so thorough. I'll bet he drove you nuts checking your references.

And he turns and sees the naked model.

SIMON
(taken aback)
This isn't a nude.

Vincent moves back to retrieve his clothes.

VINCENT
Just kidding around.
(then mutters)
So much for love.

25 INT. SIMON'S APARTMENT - STUDIO (MINUTES LATER) 25

Vincent is striking blatantly sexual poses to the increasingly uneasy Simon.

SIMON
Exactly what is your previous experience?

VINCENT
How about that pose?
(sing-song)
This is not fun...
(then)
Give me some direction.

Vincent has instinctively put Simon on the defensive. He tries not to show it.

(CONTINUED)

25 CONTINUED: 25

SIMON
Nothing. I just watch till something strikes me. Do anything you think of -- try different things. Until I say, 'hold that pose.' Then just try and comfortably hold it.

VINCENT
(trying another space)
The fact that you haven't said, 'hold it' means I haven't done it right... is that correct? I haven't done it right?

SIMON
No... Okay. What I do is watch and wait for um... You ever watch someone who doesn't know you're watching... an old woman on a bus, kids going to school and you see this flash come over them and you know immediately that it has nothing to do with anything external -- that it's in response to a private thought they just had? They are just sort of realer and more alive. And when you notice it so are you. If you look at someone long enough, you discover their humanity.

Vincent's slack-jawed expression changes. He feels an intellectual tingle to be having this conversation.

VINCENT
I know exactly what you mean.

There's a joy in him at this moment -- a bit of purity.

SIMON
Hold it.

Vincent does so -- hums a bit of "Satisfaction" to celebrate.

25A INT. RESTAURANT - DAY 25A

Carol and LESLIE, another waitress, are waiting for their order at the cappuccino bar. Leslie is telling the story of the traumatic audition which may have turned her life. Carol is rapt.

(CONTINUED)

25A CONTINUED: 25A

As they pass Melvin she does not break stride, nor give him notice, though she is aware of him -- resentfully so -- hard not to be since he is giving a moment to moment commentary on her every action.

MELVIN
Clippity clop -- clippity clop -- she has to pretend she doesn't hear me. Listening to the story from the upset friend... now she drops off the cappuccino and smiles at the putzette who doesn't even say, 'Thank you.' No, the putzette wanted the whipped cream so back she goes and now she has to pass him again and it's getting tougher to make believe.

CAROL
(reluctant forgiveness)
Okay.

Melvin stops -- she passes behind him to deliver an uncharacteristic rabbit punch.

CAROL
What's with the plastic picnic ware. Why not try ours... afraid it isn't clean?

MELVIN
I see the help -- judgement call.

CAROL
Just give yourself a little pep talk. 'Must try other people's clean silverware as part of the fun of dining out.'

MELVIN
What's wrong with your son, anyway?

CAROL
What do you care?

Melvin just looks at her.

CAROL
He's gotta fight to breathe.
(MORE)

(CONTINUED)

25A CONTINUED: (2) 25A

CAROL (CONT'D)
His asthma can just shoot off the charts -- he's allergic to dust and this is New York and his immune system bails on him when there's trouble so an ear infection... Is this bothering you?

MELVIN
(caught)
No.

CAROL
An ear infection can send us to the emergency room -- maybe five, six times a month where I get whatever nine-year-old they just made a doctor. Nice chatting with you.

MELVIN
His name?

CAROL
Spencer.

MELVIN
Okay.

CAROL
(quietly)
Spence.

She exits.

25B thru 31 OMITTED 25B thru 31

32 INT. SIMON'S APARTMENT - STUDIO - DAY 32
(SEVERAL WEEKS LATER)

The greenhouse studio is a busy sanctuary, as Simon puts the finishing touches on his painting of Vincent. A beat and then a strange figure crosses between the CAMERA and the scene -- gone before we can examine him further.

SIMON
You can put on anything you want now. I might be sort of done here...

(CONTINUED)

32 CONTINUED: 32

Vincent quickly and expertly picks a CD to meet his immediate needs and puts it on -- dying a little at every second of silence during the transition... then LOUD MUSIC PLAYS... Vincent even GOOSING the VOLUME. Simon does a take -- he gestures Vincent to take it down -- which Vincent does.

33 OMITTED 33

33A ANGLE - APARTMENT 33A

where it is now clear that a robbery is in progress -- Vincent's two friends from the street sweeping all objects into large sacks -- one of them, Doug, pauses to look past the terrace to the studio.

DOUG
Lucky Vinnie -- he's a painting.

34 INT. SIMON'S APARTMENT - STUDIO - DAY 34

MUSIC PLAYS -- Simon cleaning up his stuff.

VINCENT
So you're practically finished, huh?

SIMON
Yes... well, there's one more stage -- trying to figure out if it's any good.

Simon sneaks a look at the canvas from another perspective... he focuses -- then the smallest shy nod of self-approval -- he's finished. Vincent is desperate to distract.

CLOSE ON dog as Verdell awakens, stretches and pricks his ears. He moves quickly to the closed door and starts to frantically scratch, attracting Simon's attention. Vincent is frantic.

As Simon keeps walking... Vincent shoots over to the canvas.

VINCENT
Wait -- I want to see the painting.

SIMON
Just a second -- he has to go.

(CONTINUED)

34 CONTINUED: 34

VINCENT
Please!! No!!!

Simon opens the door and Verdell shoots out like a bullet. Vincent pauses before the painting and is thrown to see his humanity captured -- to be "immortalized."

35 thru 38 OMITTED 35 thru 38

39 INT. SIMON'S APARTMENT - LIVING ROOM - DAY 39

Doug and Evan are nearly to the front door as VERDELL stops them with a vicious GROWL and BARK.

Simon is distracted -- looking down at his pet so that he continues to walk toward Doug and Evan, not noticing them -- Vincent -- terribly afraid appears behind Simon.

SIMON
(to Verdell)
What's the matter, sweetheart?

He instantly stops. Shocked. Frozen. His eyes on the stranger, Doug, looking at him. Now Vincent comes in. Doug greets him.

DOUG
Yo.

Simon turns to Vincent.

SIMON
Why are you doing this?

VINCENT
No. No. No. Hey that painting in there... I just want to tell you...

Now Evan appears holding a brass hat rack.

EVAN
(to Vincent)
What are you doing? Cruising him?

And he uses the hat rack first as a spear, then as a club, as the brief savage attack begins.

(CONTINUED)

39 CONTINUED: 39

ON VERDELL

as he starts to go toward Simon and then scurries back in fear. The three attackers leave. Now silence. A single BARK from VERDELL.

40 thru 43 OMITTED 40 thru 43

44 INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - DUSK 44

A mass of OFFICIAL PEOPLE clutter the hall as a gurney is whisked down to the elevator. It's impossible to tell if Simon is awake or dead. Melvin is standing against the wall near his door a cop, RAY, interviewing him.

RAY
Okay. So you call 911 and don't leave your name -- even a dumb geezer should know that emergency automatically pulls up your name. How come you make a mistake like that?

MELVIN
How come you're pretending to do cop work -- cause I don't think you could find your ass if you were spotted the hole.

RAY
(stunned)
What?

MELVIN
Just move on. No one here killed him.

RAY
Oh, is he dead?

MELVIN
Ask him.

RAY
We will if we can and if we can't, we'll come back and ask you again and again.

(CONTINUED)

44 CONTINUED: 44

MELVIN
You think you can intimidate me with your attitude? I come from hell. My grandmother had more attitude. You don't intimidate me...

45 INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - ANOTHER ANGLE - NIGHT 45

Frank standing upset, anxious, holding a dog bowl, a leash and VERDELL, who is more upset making pathetic little CRYING SOUNDS.

As we FOCUS BRIEFLY ON Verdell... Frank is talking to the Sweet-Faced Woman.

SWEET-FACED WOMAN
I've been praying for him since I heard.

FRANK
So I've got to get to the hospital. If you could take the dog just for tonight.

SWEET-FACED WOMAN
Oh, Lord -- I've got all these antique knick-knacks... Or else I'd be glad...

FRANK
Maybe if you kept him locked in the bathroom. No? Okay. Thanks.
(as he turns away and she closes the door he adds)
Old bitch... Damn dog.

A short laugh makes us realize that Melvin has witnessed and enjoyed Frank's hostile mutterings...

VERDELL starts WHIMPERING as a pissed Frank approaches his mugger:

FRANK
You're taking him... yes... you're taking him -- this will clear the books. One night. You want to say 'no' to me? Try... because I've never felt as nuts as I do right this second. I almost want you to try saying 'no'.

(CONTINUED)

45 CONTINUED: 45

MELVIN
(quietly)
I'm not saying nothing to you.

FRANK
Thanks for looking after him.

Frank pushes open the door to Melvin's apartment and places Verdell inside.

46 INT. MELVIN'S APARTMENT - NIGHT 46

MUSIC IN: As Frank pulls the door partially closed to block Verdell's escape.

The music represents Verdell's state of mind -- trapped in the apartment of the man who tried to kill him. We STAY with the dog during the O.S. dialogue: As his head turns in panic we see his various POVs as the dialogue continues O.S.

MELVIN (O.S.)
Hey, where are you going? You can't do this.
(calls after Frank)
I can't take a dog.
(a confession)
Nobody's ever been in here before.

FRANK (O.S.)
(threatening)
You don't want to mess with me today. I'll figure something else out tomorrow.

47 INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT 47

Melvin enters -- the dog cowers in the shadows. Now Melvin sees him.

MELVIN
You're dead!!

VERDELL STOPS -- gives Melvin wide berth -- slinking along the far wall. Melvin finds Verdell's fear of him a bit calming.

MELVIN
I don't have dog food. And I won't want dog food here. You'll eat what we have. You'll eat what we eat.

Melvin exits. Verdell is in a major funk.

48 INT. MELVIN'S APARTMENT - KITCHEN - NIGHT 48

Melvin breaks two eggs over a large pile of prime chopped meat, sticks raw pieces of bacon into it and exits the room.

MELVIN
Don't you touch anything.

49 INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT 49

Verdell cringing as his new master approaches -- MUSIC CONTINUES ominously. Melvin sets the bowl down and exits... Verdell breathes excitedly though looking alternately in all directions... his recent past making him suspect this feast is a trick. He sniffs cautiously -- then dives in -- GOTHIC MUSIC CHANGING on a dime TO SCORE his RAPTURE... from O.S. we hear the sound of RUNNING WATER as steam escapes the bathroom -- then MUSIC OUT -- as Melvin returns... ignoring Verdell he sits at the piano and hits one key repeatedly. It's odd. Verdell shifts his body so he is eating from the bowl with his tail to Melvin. Then Melvin begins to play and sing Monty Python's "Always Look on the Bright Side of Life," with its cheerful whistle refrain. Verdell looks over with surprise and pleasure. But just as mood lifts and warmth threatens, Melvin stops abruptly, turns out the lights and exits.

50 thru 53 OMITTED 50 thru 53

54 INT. HOSPITAL CORRIDOR - DAY 54

Frank on the phone.

FRANK
(into phone)
Put the sold red dots on three of them and the hold blue dots on two others... Well, we're not going to sell anything if they know we're two weeks into a show and have no sales. No, you can't reduce a price at this stage... We're in free fall here. Any calls?

JACKIE
We can see him.

FRANK
I'll meet you in there.

55 INT. HOSPITAL ROOM - DAY 55

As Jackie enters.

JACKIE
How you doing, great one?

SIMON
I haven't looked at myself yet. I figured I could tell from your reaction.

He turns toward her. Much of his body -- taped -- his painting hand wrapped. Simon's face is something of a horror. Swollen, one savage discolored cut. We are into yucchhh... The sight is a jolt. Jackie breaks into tears... sobs, actually.

SIMON
That bad, huh?

They share a helpless half-laugh -- then Frank appears in the doorway.

FRANK
Hey -- hey...
(as he sees him)
Haaaa... bad but temporary. The nurses say it's much better than you looked three weeks ago... the hand will come back... they're sure...

SIMON
Jackie, will you hand me the mirror?

JACKIE
(a small voice)
No.

She starts to hand him a large mirror from her purse -- then thinks better of it.

JACKIE
Wait, I have a smaller one.

But he holds out his hand and she gives him the mirror -- he starts to look -- then thinks better of it.

SIMON
So, what's new anyway? How's Verdell?

(CONTINUED)

55 CONTINUED: 55

FRANK
(sheepish)
Your neighbor -- Udall -- is taking care of him.

SIMON
(suddenly alive and upset)
How could you do that? He'll hurt him.

FRANK
No, I promise... not a chance. I own this guy. There was no one else. I'm on the move too much. Trust me.

SIMON
(nods then)
You are very certain my dog is okay... because you have no idea...

FRANK
Yes. Your dog is fine, Simon.

Simon holds the mirror poised for the moment of discovery, then he takes a breath -- like someone about to dive underwater. First a small, mumbled pep talk to himself.

SIMON
Okay, waiting gives the devil time. Now!

He quickly brings his hand up and looks at the mirror... he is startled -- the bottom drops out -- leaving him awed by his misfortune.

SIMON
Oh my... Where'd I go? Ummmmm?

56 EXT. CAROL'S RESTAURANT - DAY 56

An ESTABLISHING SHOT FEATURING Verdell tied up in front.

57 INT. CAROL'S RESTAURANT - DAY 57

Melvin finishing a plate of eggs, bacon and sausage with his plastic knife and fork. Carol looks totally beat as she sets down a cup of coffee. Melvin is craning periodically to keep an eye on his dog.

(CONTINUED)

57 CONTINUED: 57

CAROL
So what are you doing with a dog?

MELVIN
Suckered in. Set up. Pushed around.

CAROL
You're not worried that someone might take him?

MELVIN
Well, not until now -- for Christ's sake.

CAROL
Sorry.

MELVIN
It's okay -- I'll sit here.

He changes tables for the first time ever so that he can keep an eye on Verdell. Carol is amazed.

CAROL
You know he's a little dog. Next time, if Bryan's not here, you can bring him in.

MELVIN
How old are you?

CAROL
Oh, please...

MELVIN
If I had to guess by your eyes, I'd say you were fifty.

Carol looks at him.

CAROL
And if I had to guess by your eyes. I'd say you were kind. So, so much for eyes. But as long as you bring up age... how old are you?

MELVIN
(quickly)
Otherwise, you're not ugly.

(CONTINUED)

57 CONTINUED: (2) 57

CAROL
(laughs out loud)
Okay, pal... I accept the compliment, but go easy -- my knees start a-knockin' when you turn on the charm full blast.

MELVIN
What's with the dark?

He indicates the bags under her eyes by tapping his own.

CAROL
Dawn patrol -- major dawn patrol. My son had a full blown attack. And this time, for extra fun, they gave us the wrong antibiotics, so I get him home...

She reaches for the plate of uneaten bacon -- he goes nuts.

MELVIN
No... no... leave it... the bacon's for the dog.

She is jolted by the insensitivity of his interruption, but he doesn't notice, turning, almost chatty.

MELVIN
Last week I was playing the piano for him and he likes it, and so I decide I'm going to make a little joke...

CAROL
You all set here?

Melvin nods -- a bit frustrated about not being able to finish his dog story. He pockets the remaining bacon.

57A EXT. NEW YORK CITY STREET - DAY 57A

As Melvin walks Verdell back home, we notice, perhaps a beat before Melvin, a remarkable event. Verdell is avoiding the cracks in the sidewalk.

MELVIN
It's a beautiful day for our walk.

Melvin slows -- observes the dog mirroring his behavior.

(CONTINUED)

57A CONTINUED: 57A

ON VERDELL

again carefully placing his paws to avoid a crack in the sidewalk. Melvin laughs out loud -- puts on plastic gloves hurriedly so he can lift the dog to eye level.

MELVIN
Don't be like me, don't you be like me. You stay just the way you are because you are a perfect man. I'm gonna take you home and get you something to eat... what you love.

ANOTHER ANGLE

FEMALE PASSERSBY
(charmed)
Ohhh. I'd like to be treated like that.

MELVIN
(all smiles to Verdell)
Let's go home and do some writing.

58 INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT 58

Melvin whaling away at his computer, reading to himself with great satisfaction as he goes.

Verdell sits at his chair, fascinated by the speed of his master's fingers on the keyboard. He reads his writing aloud to the dog.

MELVIN
'He turned off the gas jets and carried her outside. He kissed her brow and when her eyes opened and found him he said, 'there are easier ways to break a date.' She laughed. The only sensible ambition he had ever known was now realized: He had made the girl happy. And what a girl. 'You've saved my life,' she said, 'you'd better make it up to me.'

Exhilarated by his own words, he shuts down the machine...

(CONTINUED)

58 CONTINUED: 58

MELVIN
(singing to Verdell)
Done!
(playing with him some)
Yes, I hate the doggy... yes, I hate the doggy.

He exits.

MELVIN (V.O.)
Sixty-two books... done!

As the dog goes shooting off to the kitchen we leave our couple's play time for...

58A INT. SIMON'S APARTMENT - BEDROOM/LIVING ROOM/HALLWAY - DAY 58A

As the rookie invalid awakens in precisely the same foul mood he'd had on falling asleep. In the living room, the maid, NORA, is talking with Jackie -- we catch only a few words as they review Simon's mounting pile of bills and talk of how long Nora can stay on.

59 INT. NEW YORK APARTMENT BUILDING - HALLWAY - DAY 59

Frank knocking on Melvin's door. He opens it.

FRANK
How's Verdell doing?

MELVIN
He's a pain in the ass.

As he looks over at the dog, Verdell trots over and, without realizing it, Melvin smiles at him to Frank's surprise.

FRANK
Simon's home. I was sort of hoping you could keep the dog until he's had a chance to think and adjust...

MELVIN
(leaping at the chance)
It's been five weeks... another few won't kill me.

(CONTINUED)

59 CONTINUED: 59

FRANK
No. He wants him back. He'll be by tomorrow.

MELVIN
(too loudly; weirdly)
Okay by me.

Frank exits.

60 INT. MELVIN'S APARTMENT - LIVING ROOM - DAY 60

Melvin sits -- Verdell looks up at him. Melvin walks to the door. He turns the lock... then checks that they are locked... checks again to make sure he turned them in the correct direction... turns from the door... then back to check once more. And again... and again... anguished, until now he breaks briefly, the dog looking on.

61 & 62 OMITTED 61 & 62

63 INT. NEW YORK APARTMENT BUILDING - MELVIN'S APARTMENT - HALLWAY - DAY 63

Melvin opens the door -- looks at the scarred Simon in a wheelchair and shudders...

MELVIN
That's some face they left hanging on you. You look like...

SIMON
(interrupting)
Could you take it just a little easy, Mr. Udall?

A beat of silence as Melvin thinks whether to comply.

SIMON
Thank you. Verdell... sweetheart?
(to Melvin)
By the way, thanks for saving me.

MELVIN
I called. I never touched you. I didn't leave my name or nothin'.

(CONTINUED)

63 CONTINUED: 63

SIMON
(not listening)
Verdell?

ON VERDELL

Totally weirded out... hiding behind Melvin... now Melvin shifts and Simon and Verdell see each other... Simon smiles at the dog... he is emotionally caught up in the reunion.

SIMON
Hi, sweetheart.

Verdell isn't eager.

ON SIMON

The first gnawing pains of rejection.

64 INT. SIMON'S APARTMENT - DAY 64

Simon pats his leg -- trying unsuccessfully to get Verdell to approach him. Instead the dog goes to the door and scratches at it. Jackie starts to pick the dog up.

SIMON
No. Please, don't force him.

JACKIE
(to dog)
You little stinker. He's given you everything.

65 INT. MELVIN'S APARTMENT - LIVING ROOM - DAY 65

MELVIN'S POV

Verdell's towel on the floor -- near his bowl.

BACK TO SCENE

Melvin's lips compress... he sits on the piano bench and hits a few keys... looks at Verdell's empty spot again... there are those who "get the joke" -- Melvin is clearly one -- he laughs suddenly and helplessly even as he feels the panic rise in him...

(CONTINUED)

65 CONTINUED: 65

... all his painstaking success in keeping the lid on and now it threatens to blow for a reason he articulates.

MELVIN
Over a dog... an ugly dog.

It's hilarious. But now the humor detours. An actual sob is choked back... he gets up -- following a definite pattern across the room. He is conducting a small but highest-stakes fight for survival. Momentarily a scared, beaten middle-aged man -- he races out the door.

66 OMITTED 66

67 OMITTED (BECOMES SCENE 85A) 67

68 EXT. NYC STREETS - DAY 68

Melvin charging as fast as crack checks allow and then turning into a building with a copper sign reading "Grammercy Park Psychiatric Group."

MELVIN
Worst sidewalk in New York and look where they put it.

69 INT. PSYCHIATRIST'S OFFICE - DAY 69

Melvin bursts in on the psychiatrist and emits one word.

MELVIN
Help!

DOCTOR
If you want to see me you will not do this. You will make an appointment...

MELVIN
Explain to me how you can diagnose someone as 'obsessive compulsive disorder' and then act like I have any choice in barging in.

DOCTOR
There's not going to be a debate. You must leave.

The Doctor moves into the hallway, forcing Melvin to follow.

(CONTINUED)

69 CONTINUED: 69

MELVIN
You said you could help me -- what was that -- a tease?

DOCTOR
I can help you if you take the responsibility to keep regular app...

MELVIN
(suddenly)
You changed the room around...

DOCTOR
Two years ago...

Melvin shakes his head -- as if things weren't bad enough he must go through a careful exercise noting every new element before he's at all comfortable... as he studies each object. The Doctor is professionally intrigued despite himself.

DOCTOR
I also regrew my beard... but you're not interested in changes in me... so it's like I always told you... when it comes to people you...

MELVIN
Shhhhhhhh. I don't have this mountain of available time... I got to get to my restaurant on time. Do you know how hard it is for me to be here?

DOCTOR
Yes.
(as Melvin starts for the office)
No.

70 OMITTED 70

71 INT. PSYCHIATRISTS' WAITING ROOM - DAY 71

More PATIENTS in the almost-crowded waiting room. Melvin passes through -- visibly drawn and upset. He stops. Eyes on them. Then:

MELVIN
(to other patients)
What if this is as good as it gets?

They look stricken. He exits.

72 OMITTED 72

73 INT. CAROL'S RESTAURANT - DAY 73

As he walks to his booth and sits down. Enormous relief. CHERYL, a heavy-set waitress, reluctantly moves to his table -- unseen by Melvin as he takes out his utensils and arranges them. In a corner booth, four big TRANSIT AUTHORITY POLICE are having a meal together. Cheryl looks at his utensils.

CHERYL
What the heck are those for?

MELVIN
No. No. Get Carol.

CHERYL
I'm filling in. We don't know if she's coming back. She might have to get a job closer to home.

MELVIN
What are you trying to do to me?

CHERYL
What the heck do you mean?

MELVIN
Hey, elephant girl, call her or something... just let her do my one meal here. I'll pay whatever. I'll wait.
(as she doesn't budge; he screams)
Do it!!!!!

The MANAGER comes over, gestures to the table of police that he can handle it. All attention is on Melvin.

MANAGER
Out. Be silent and leave.

MELVIN
I'll be quiet. Just let me wait. No problem. Get her here -- have her get me two sausages, four bacon, two eggs over easy and coffee. I'm not a prick here -- I'm a great customer. This day is a disaster. I can't handle this, too.

(CONTINUED)

73 CONTINUED: 73

MANAGER
Get out immediately or there's going to be trouble.

Melvin looks at the police, sizes up the hopeless situation and rises.

MELVIN
There's going to be trouble????

He walks toward the door as Cheryl and all the other employees applaud his defeat. As he passes a BUSBOY near the door he hands him 20 dollars.

MELVIN
Carol's last name??

BUSBOY
Connelly.

74 EXT. BROOKLYN STREET - DAY 74

An uncomfortable Melvin sitting in the back of a taxi.

74A MELVIN'S POV 74A

A neighborhood in Brooklyn -- a community. Melvin, ever the sharp observer, looks from the cab to see slices of community life -- MEN in front of a bar, PARENTS giving their CHILD a ride on a mechanical horse outside a local store -- two YOUNG WOMEN discuss dating.

75 thru 77 OMITTED 75 thru 77

78 EXT. CAROL'S BUILDING - DAY 78

As he exits -- RINGS the BELL and is BUZZED in.

79 INT. CAROL'S APARTMENT BUILDING - DOOR/HALLWAY - DAY 79

Carol opens the door just as he arrives on her landing. She holds a container of ice, washcloths and a thermometer.

(CONTINUED)

79 CONTINUED: 79

MELVIN
I'm hungry.
(on Carol's astonished look)
You've upset my whole day. I haven't eaten.

CAROL
What are you doing here?

Melvin ignores the question, instead answering a charge he had imagined she might make...

MELVIN
This is not a sexist thing. If you were a waiter I would still be here saying...

CAROL
Are you totally gone? This is my private home...

MELVIN
I am trying to keep emotion out of this. Even though this is an important issue to me and I have strong feelings about the subject.

CAROL
What subject? That I wasn't there to take crap from you and bring you eggs? Do you have any control over how creepy you allow yourself to get?

MELVIN
Yes, I do, as a matter of fact... and to prove it I have not gotten personal and you have. Why aren't you at work? You're not sick -- you don't look sick... just very tired and bitter.

CAROL
My son is sick, okay?

Even saying the sentence, "My son is sick" pushes some emotions toward the surface which are wasted on the crazy man at her threshold.

MELVIN
What about your mother?

(CONTINUED)

79 CONTINUED: (2) 79

CAROL
How do you know about my mother?

MELVIN
I hear you talk when I'm waiting!!!

She crosses to the sink to dump the ice. Melvin takes a step inside. Spencer, seven and looking ill, walks into the room.

CAROL
Sorry, honey... I'll be right there.

MELVIN
(uncomfortably)
How ya doing?

Spencer just stares at him.

MELVIN
(miffed)
You should answer when someone talks to you...

Carol eyes Melvin with disgust and disbelief then emphatically gestures him to "clear out." Melvin backs out the door.

CAROL
Sorry. There is a limit, Melvin, and I can't handle you teaching my son manners.

She closes the door in his face, then walks to her son and leads him back to his room.

80 OMITTED 80

81 INT. SPENCER'S ROOM 81

CAMERA MOVES TOWARD mother and son sitting on the edge of Spencer's bed. She holds a digital thermometer to his ear. They both count down the seconds.

CAROL AND SPENCER
5... 4... 3... 2... 1... Bingo.

SPENCER
104.9

81 CONTINUED: 81

CAROL
We are going to treat ourselves to a cab ride.

82 OMITTED 82

83 EXT. BROOKLYN SIDEWALK - ANGLE ON CAROL - DAY 83

As Carol carries her young son through a class of uniformed KIDS from a Catholic elementary school. She spots Melvin about to enter a cab.

CAROL
Melvin, wait!

The school kids pick up the chant in unison.

SCHOOL KIDS
Melvin, wait! Melvin, wait!
Melvin, wait...

He turns to face them.

MELVIN
Shut up, kids!

They immediately obey as Carol approaches him.

CAROL
Melvin... give us a lift. We've got to go see our friends at the hospital.

Melvin is thrown... he pauses a beat... then holds the rear door open as Carol hustles the kid inside. The maneuver puts the beet red, sweating Spencer in his face.

MELVIN
I'll ride up front. Cover your mouth when you cough, kid.

84 INT. BROOKLYN CAB - DAY 84

As they settle in and drive off.

CAROL
Brooklyn Presbyterian Hospital, please and quickly please.

85 EXT. HOSPITAL EMERGENCY ROOM - DAY 85

As Carol enters the hospital.

CAROL
(calling back)
I owe you three dollars.

Melvin follows behind her as she carries her son...

MELVIN
Yeah, yeah... any chance you'll get back to work today?

CAROL
(furiously)
No!!! Stay away from me!

85A INT. SIMON'S APARTMENT - DAY 85A

Verdell lies just inside the front door whimpering for Melvin. Jackie sits across from Simon's wheel chair... she has some index cards in her lap which she occasionally consults and shuffles.

JACKIE
I feel terribly that I have to... Simon? Forget about the dog for a second.

Simon forces his attention to Jackie.

SIMON
Sorry. What are those cards?

JACKIE
(a bit embarrassed)
Frank's idea. He thought I should have notes so I did this right... maintained focus, didn't get emotional and tried not to terrify you.

SIMON
(scared shitless)
Terrify me?

JACKIE
See, he's right. I need the cards.
(reading from card)
Simon, you're broke.

(CONTINUED)

85A CONTINUED: 85A

ANGLE ON VERDELL

as their conversation continues -- the dog is distressed.

JACKIE (O.S.)
The medical bills are 61 thousand now. I've spoken to your parents and they didn't hang up or anything -- they just said they would feel strange calling you.

SIMON (O.S.)
Well, I can't call them.

Verdell walks out on the terrace and looks off. He turns for:

SIMON
(to Verdell)
Here, baby... what is it, Verdell?... You miss the tough guy...
(trying to be Melvin-like)
Well here I am, you little pissant mop, happy to see me? How about another ride down the chute? Oh, God... I don't mean it, sweetheart...
(on Jackie's look)
I'm sorry. I know...

Verdell hides behind a chair.

JACKIE
Frank loves you. You know that... but I've spoken to him and he feels that --
(reading from card)
-- as a businessman, with limited resources...

SIMON
I'll be able to keep my apartment and studio, won't I?... Just tell me.

As Jackie looks at him then thumbs for a card.

SIMON
(overwhelmed)
Wow...

Verdell has come near him -- he reaches out a hand to pet the dog and the dog ducks.

86 INT. MELVIN'S APARTMENT - DAY 86

He is trying to write. He can't. His world has been upset. He walks away from his work -- a highly unusual act. He is distressed -- and then an idea and he exits.

87 INT. PUBLISHER'S OFFICE - DAY 87

We are looking at ZOE, the receptionist. She is listening with interest to an O.S. conversation while answering phone calls, "Premier Publishing."

FEMALE EXECUTIVE (O.S.)
Yes, you write more than anyone else. Yes, you make us a lot of money, but isn't there someone more appropriate to...

MELVIN (O.S.)
I need this. Just say, 'Melvin, I'll try,' okay?

FEMALE EXECUTIVE (O.S.)
(resigned)
Melvin, I'll try.

They appear now -- the woman tall, attractive etc. She pauses at the elevator.

FEMALE EXECUTIVE
Now, on a pleasanter note, our son got accepted at Brown. My husband...

MELVIN
(curtly)
Great, wonderful. I don't need you to wait with me.

She nods, pissed, waves and leaves. As Melvin waits, Zoe summons her moxie.

ZOE
I can't resist. You usually move through here so quickly and I have so many questions I want to ask you. You have no idea what your work means to me.

MELVIN
What's it mean?

(CONTINUED)

87 CONTINUED: 87

ZOE
That somebody out there knows what it's like to be...
(taps her head and heart)
in here.

MELVIN
Oh God, this is like a nightmare.

ZOE
Aw come on, just a couple of questions -- how hard is that?

As he hits the button, wipes his fingers, hits the button etc.

ZOE
How do you write women so well?

MELVIN
(as he turns toward her)
I think of a man and take away reason and accountability.

The fan is jolted as the elevator doors open and close.

88 thru 90 OMITTED 88 thru 90

91 EXT. STREET NEAR CAROL'S BUILDING - DAY 91

A depleted, exhausted Carol approaches her home. She is suddenly wary -- SOUND DIALED DOWN -- as we MOVE CLOSER.

CAROL'S POV

A car at the curb with "MD" license plates.

BACK TO SCENE

As Carol breaks into a run.

92 INT. CAROL'S APARTMENT BUILDING - STAIRWAY/HALLWAY - DAY 92

As she bounds the stairs, comes to her apartment door and jiggles with the keys, a strange, prescient whimpering sound coming from her. As she enters the apartment.

(CONTINUED)

92 CONTINUED: 92

CAROL
Hello? Hello?

VOICE (O.S.)
Mrs. Connelly, I'm in here.

The worst confirmed, she moves down the narrow hallway, her innards squirting the same chemicals that drive elk on opening day of the hunting season.

93 INT. SPENCER'S ROOM - DAY 93

CAROL
What? Please? Now? Tell me?!?

DR. BETTES
Mrs. Connelly. I'm Martin Bettes ... Dr. Bettes.

CAROL
Not your name... what are you telling me your name for!! Where is he?

DR. BETTES
He's in the bathroom... He's fine.

CAROL
(overlapping)
Tell me how bad it is. I let him go out last night when it was so cool without an overshirt -- just an underone with just the straps and I know better... and I let him talk me into it. He was whining and... you don't need this. Give me a second to catch hold.

And so she does. Wow does she... and gives us some notion of the size of her fear demon and the strength it takes to subdue it as Dr. Bettes keeps reassuring her and she keeps nodding... finally a deep breath as Spencer enters from the bathroom. All at hyper speed now. Salvation as farce.

SPENCER
(to his mother)
Hi...
(they kiss)
Did you know there are doctors who come to your house?

(CONTINUED)

93 CONTINUED: 93

CAROL
No, I didn't.
(to Bettes)
So why are you h...

Beverly, Carol's mom, enters the room. She is ebullient which, if life allowed, would be her natural state.

BEVERLY
I didn't know you had a secret admirer.

CAROL
Huh?

BEVERLY
You met the gift.

SPENCER
He's good... And I'm an expert on doctors.

CAROL
(to Spencer)
Stay out of this... Doctor?

DR. BETTES
My wife is Melvin Udall's publisher.
(as Carol reacts)
She says I have to take great care of this guy because you're urgently needed back at work.
What work do you do?

CAROL
I'm a waitress.

ON Dr. Bette's reaction her mother adds a saving grace.

BEVERLY
In Manhattan.

VOICE (O.S.)
Dr. Bettes?

DR. BETTES
In here.

A NURSE enters.

NURSE
Sorry it took so long. I don't know Brooklyn.

(CONTINUED)

93 CONTINUED: (2) 93

DR. BETTES
It's okay, Terry.
(hands her blood vail)
Tell the lab I'd like the report back today.

Carol and her mother exchange a look of incredulity.

CAROL
You're going to get the results today?!?

MOVING SHOT

As we approach the doctor and Carol seated across from each other at a small table... soft voices... relaxation. Bettes is examining medicine bottles.

DR. BETTES
How long has he been having problems?

CAROL
Since forever.

DR. BETTES
Have they done blood tests on him.

CAROL
Yes.

DR. BETTES
Only in the emergency room or when he was well.

CAROL
Emergency room only.

DR. BETTES
Have they done skin testing for allergies?

CAROL
No.

DR. BETTES
They haven't done the standard scratch test. Where they make small injections into the skin?

(CONTINUED)

93 CONTINUED: (3) 93

CAROL
No. I asked. They said it's not covered under my plan. And it's not necessary anyways.

DR. BETTES
It's amazing these things weren't done.

CAROL
Fucking H.M.O. bastard pieces of shit... I'm sorry... forgive me.

DR. BETTES
No. Actually, I think that's their technical name.

CAROL
Once the tests come back, is there someone I can reach in your office for the results?

DR. BETTES
Me. My home number is on this card.

CAROL
His home number.

Carol looks at her mother -- they share a laugh. Beverly has a hard time stopping.

CAROL
(to doctor)
Do you want some juice or coffee or two female slaves?

DR. BETTES
Water... Nobody told you it might be a good idea to remove the carpeting and drapes in Spencer's room?

CAROL
No.

She starts towards Spencer's room.

DR. BETTES
You don't have to do it this second... it's not dangerous or anything. It's just something that's advisable.
(MORE)

(CONTINUED)

93 CONTINUED: (4) 93

DR. BETTES (CONT'D)
Look, there's a lot to be checked but... Hey, your son is going to feel a good deal better at the very least...

She pats his hand... Then embraces him with fierce intimacy.

CAROL
Doc!!!
(then)
So listen, you gotta let me know about the additional costs -- one way or the other we'll...

DR. BETTES
They're considerable. But Mr. Udall wants to be billed.

She takes this as a blow to the heart, stomach and groin.

93A INT. SIMON'S APARTMENT - DAY 93A

Simon practices walking using his cane. A tearstained Nora hugs him goodbye.

NORA
You poor, poor man.

SIMON
Let's use just one poor, okay? Anyways, dear, thanks for everything. Forgive my recent crankiness and as soon as things are on track again I'll call.

She kisses him and starts for the door and suddenly a sharp intake of breath -- she's forgotten something.

SIMON
What's wrong?

NORA
Who's going to walk Verdell?

Simon hadn't thought of this either.

SIMON
No, no.

93B INT. APARTMENT BUILDING (NEW YORK) - HALLWAY - DAY 93B

Nora holding her things, knocks on Melvin's door. Melvin opens the door. Nora is still sniffling. He misinterprets.

MELVIN
Is he dead yet?

NORA
No! Would there be any way for you to be willing to walk his dog for him?

MELVIN
Absolutely.

NORA
Not just today.... Uh, could you do it -- until -- until he gets back on his feet?

MELVIN
Sure thing.

NORA
You're a wonderful man. Two o'clock is a good time. Here's the key in case he's asleep. Open the curtains for him, so he sees God's beautiful work and knows that even things like this happen for the best.

MELVIN
Where'd they teach you to talk like this -- some Panama City 'Sailor want to hump-hump bar'? Or was today getaway day and your last shot at his whiskey. Sell crazy some place else -- we're all stocked up here.

He closes the door in her face. She stands there... thrown by the abruptness -- then lifts the two paper shopping bags holding her things -- walks back toward the elevator -- pausing briefly outside Simon's door - then continues on her way.

A93C INT. CAROL'S APARTMENT - DAY A93C

The doctor gone, mother and daughter arguing.

(CONTINUED)

A93C CONTINUED: A93C

CAROL
There is a seriously goofy man behind this. You are not allowed to block out that fact.

BEVERLY
Do you really want to go back to the runt doctors in Emergency who keep telling us they can't help.

CAROL
It lets a crazy man into our lives.

BEVERLY
Come on. Why fight when we know how it will come out. This isn't like stockings or a string of pearls. You don't send this one back.

Carol nods agreement... her mother rubs her back in support.

93C EXT. NEW YORK APARTMENT BUILDING - ESTABLISHING - DAY 93C

93D INT. SIMON'S APARTMENT - DAY 93D

Shades drawn. Simon in a wheelchair... the PHONE RINGS. He goes to answer... the phone across the bed so that reaching for the phone is a brief but difficult struggle... he grunts with pain, hope and anxiety as he answers.

SIMON
Hello... yes... sure... finally, huh? Why, 'finally'? Because I called you so many times. Maybe 20.
(relief)
Oh, boy... I was hoping it was something like that. You didn't get one of them, huh? 'Cause I mean it wasn't only your office -- it was your home, hotel and the cigar club you like in San Francisco. No -- Sarcastic... Of course I believe you. No, don't fire anyone... Please. Maybe I'm wrong about the 20 times. Take a breath...
(MORE)

(CONTINUED)

93D CONTINUED: 93D

SIMON (CONT'D)
So, you miss me a little? Hey, strike the question -- How's the case going? Really. Fantastic. I didn't hear. I haven't been watching. Great. Just great. I'm so happy. Whoopie! Me? Well, I'm mending. No, I look fine. Well, some of the damage might still be noticeable if you look closely...

He runs a hand across his scarred and still bloated and beaten face...

SIMON
Carl, I need some help and you're the logical one to turn to.
(aghast)
No! Not 'cause I blame you for what happened. I hardly get how you can ever think that. No, I'm not being sarcastic.
(trying to figure it out)
I guess because you hired the guy who did this you think... No, I am not a sarcastic person. Well, if you must know, the reason I said you were the logical person is because you always told me how you thought I was this great person who made you feel good about humanity and everything. You do remember saying that? Well, whew. Okay, so Carl. I hate asking but this money thing is ridiculously serious...

He picks up an index card from his nightstand and takes the leap -- reading the text he prepared in advance.

SIMON
(reading)
'Will you please loan me money? I will pay you back. I will give you whatever percentage of my income I don't absolutely need until I do. It will take a while. But I don't know what I'll do if you say'... that.
(as he listens)
I understand... yes... No, I do.
(MORE)

(CONTINUED)

93D CONTINUED: (2) 93D

SIMON (CONT'D)
(a bit of boldness)
But you know, you know -- you didn't even ask how much, Carl? Well, Frank has no right to discuss how much I'm in hock... no, you're right -- not the point. So... what have you been up to??? Uh -- huh... oh, the group show... how was it?... Well, I'm not surprised that there's that much talent around... great... Look -- gotta go... no, you shouldn't feel that way at all... take care, you, too... you, too... Good-bye.
(as he hangs up)
Pal o' mine.

It's very quiet.

LONG SHOT - SIMON

A lonely figure -- who now holds his good hand up to his face and appears on the verge of enormous emotional release... CAMERA MOVES TOWARD him as if to rendezvous with the moment of catharsis...

... but Simon is denied even this small luxury as the CAMERA ABRUPTLY ADJUSTS just as he begins sobbing to focus on the door opening and Melvin and Verdell entering the room.

MELVIN
Maybe I'll bring him some food by.

SIMON
Thank you for walking him.

Simon wheels away from Melvin.

SIMON
If you'll excuse me I'm not feeling so well.

MELVIN
It smells like shit in here?

SIMON
Go away.

MELVIN
That cleaning woman doesn't...

(CONTINUED)

93D CONTINUED: (3) 93D

SIMON
Please, just leave.

MELVIN
Where are all your queer party friends?

SIMON
(his first shout)
Get out.

Melvin pauses -- Simon weeping... Verdell looks at Simon with concern. Melvin is thrown. Moved?

SIMON
Nothing worse than having to feel this way in front of you.

MELVIN
Nellie, you're a disgrace to depression.

SIMON
Rot in hell, Melvin.

MELVIN
No need to stop being a lady... quit worrying -- you'll be back on your knees in no time.

Simon swings his arm and cast at Melvin... the sudden attack jolts Melvin but not as much as what follows.

SIMON
Is this fun for you? Well, you lucky devil... It just gets better and better. I am losing my apartment and Frank wants me to promise to paint hotter subjects and to beg my parents, who haven't called, for help... and I won't. And I don't want to paint anymore.

Melvin has made for the door... Simon blocks him.

SIMON
So the life I was trying for is over. The life I had is gone and I am feeling so damn sorry for myself that it is difficult to breathe. High times for you -- huh, Melvin. The gay neighbor is terrified...
(MORE)

(CONTINUED)

93D CONTINUED: (4) 93D

SIMON (CONT'D)
(a sudden screamed word surprises them both)
Terrified... Lucky you, you're here for rock bottom... me wallowing in self-pity in front of you, you absolute horror of a human being...

As Simon works to stop crying, Melvin is weird with discomfort.

MELVIN
Well, I'll do one thing for you that might cheer you up.

SIMON
Get out.

MELVIN
Don't piss on a gift, tough guy. You want to know why the dog prefers me... it's not affection. It's a trick.

Simon looks up, his mood turning on a dime -- he's rapt... Melvin comes and stands by his wheelchair.

MELVIN
I carry bacon in my pocket.

SIMON
(pleased)
Oh, my gosh.

MELVIN
(hands him bacon)
Now we'll both call him.

SIMON
Come on, sweetheart...

MELVIN
Yo, yo, yo...

Verdell goes like a bullet to Melvin... who is totally surprised and staggered by the implications. True love and such.

SIMON
Would you leave now, please?

(CONTINUED)

93D CONTINUED: (5) 93D

MELVIN
Stupid dog.
(to Simon)
I don't get it.

He exits... looking apologetically at Simon in stoic ruin.

94 thru 98 OMITTED 94 thru 98

99 INT. CAROL'S APARTMENT - LIVING ROOM - NIGHT 99

Carol in bed on the pullout sofa... She is in turmoil... there is THUNDER, but no rain. She walks to the kitchen. She is trembling as she drinks a glass of water and exits.

100 INT. BEVERLY'S BEDROOM - NIGHT 100

The room is on an air shaft and this is where Carol shares a closet with her mother, who is now asleep.

Carol quietly extracts a dress from the closet, leaving her nightgown on the floor. There is something sexy here, the woman in Carol churning. She plops on a summer dress -- no time for underwear.

101 EXT. BROOKLYN STREET - NIGHT 101

Carol seeing a bus and dashing after it.

102 EXT. MANHATTAN BRIDGE - TWO AYEM 102

Carol crossing to Manhattan. She looks as if she's on her way to some final exam where she has no notion of the subject.

103 EXT. NEW YORK CITY STREET - NEAR MELVIN'S BUILDING - NIGHT (RAIN) 103

Hot summer night as she gets off the bus and now the rains come... We are in a familiar neighborhood.

ANGLE ON MELVIN AND SIMON'S APARTMENT HOUSE

As Carol consults the slip of paper with the address on it.

104 INT. NEW YORK APARTMENT BUILDING - NIGHT (RAIN) 104

As she enters building and realizes it's not just that she's wet -- the thin summer dress is a winner in any wet T-shirt contest... the fabric clinging to her breasts, like the old movie poster of The Deep.

105 INT. NEW YORK APARTMENT BUILDING - HALLWAY - NIGHT 105

As Carol passes Simon's door... stands in front of Melvin's apartment -- twists herself to ease nervousness and knocks on the door... then RINGS the BELL. Finally Carol hears a MUFFLED THROAT CLEARING on the other side of the door.

CAROL
Mr. Udall?

MELVIN (O.S.)
Carol the waitress?

CAROL
Yes.

As we hear him unlock the door, Carol looks at her breasts and gasps. She grasps the fabric and holds it straight out just as Melvin opens the door. His hair is static city, standing on end as he periodically gives it self-conscious pats.

CAROL
The doctors had your billing address. I'm sorry about the hour.

MELVIN
I was working... can't you just drop me a thank-you note?

CAROL
That's not why I'm here...
(tearing suddenly)
... though you have no idea what it's like to have a real conversation with a doctor about Spencer...

MELVIN
(very uncomfortable)
Note. Put it in the note.

CAROL
Why did you do this for me?

(CONTINUED)

105 CONTINUED: 105

MELVIN
To get you back at work so you can wait on me.

CAROL
But do you have some idea how strange that sounds??? I'm worried that you did this because...

She pauses -- the beginning of an extraordinarily long silence. Finally.

MELVIN
You waiting for me to say something?
(as she shakes her head)
What sort of thing do you want? Look, I'll be at the restaurant tomorrow.

CAROL
I don't think I can wait until tomorrow. This needs clearing up.

MELVIN
What needs clearing up?

CAROL
(strong and true)
I'm not going to sleep with you. I will never, ever sleep with you. Never. Not ever.

Melvin's reaction? Well, he'll never get credit for the brief but intense inner struggle -- the struggle not to scream --

-- not to cry -- to process the sudden and stunning hurt during his half turn away from her -- and then answer hoarsely.

MELVIN
I'm sorry. We don't open for the no-sex oaths until nine A.M.

Carol is amused, surprised... maybe, in some small way even taken by his style... but top priority is clarity.

CAROL
I'm not kidding.

MELVIN
Okay!!!!!! Anything else?!?

(CONTINUED)

105 CONTINUED: (2) 105

CAROL
Just how grateful I am.

Her mission completed -- she turns.

MELVIN
So you'll be at work?

CAROL
Yes.

106 thru 109 OMITTED 106 thru 109

110 INT. MELVIN'S APT. - NIGHT 110

It's 3:22 A.M. as the two digital clocks on Melvin's nightstand tell us... He gets up -- the first time we've seen his waking routine -- taps one foot on the floor twice -- then the other foot -- two more taps and his body angles from the bed in a deliberate way.

He is having anxiety. He sits at the piano and plays very briefly... Stops -- wipes some sweat from his forehead... Walks to his computer room -- turns the light on and then quickly off... Walks to his refrigerator...

111 INT. MELVIN'S APT. - KITCHEN - INSIDE REFRIGERATOR - NIGHT 111

As he grabs a cardboard take-out box...

112 INT. N.Y. APT. BUILDING - HALLWAY/SIMON'S APT. 112

He knocks on Simon's door... It opens quickly.

SIMON'S APARTMENT

MELVIN
I took a chance you were up.

Simon walks painfully back to a chair.

MELVIN
I brought you Chinese soup.

SIMON
Thanks.

(CONTINUED)

112 CONTINUED: 112

MELVIN
I have never been so tired in my life. Okay, if I sit here?

SIMON
Got any easier questions?

Melvin sits and moans -- the dog sitting near him.

MELVIN
I haven't been sleeping. I haven't been clear or felt like myself. I'm in trouble. Some son of a bitch is burning my bridges behind my back... But the tiredness -- boy... Not just sleepy.

SIMON
But sick -- nauseous -- where everything looks distorted and everything inside just aches -- when you can barely get up the will to complain.

MELVIN
(brightening)
Yeah...

He feels a touch of community and not knowing where to take it from here.

MELVIN
I'm glad we did this.

He rises and makes an awkward exit.

MELVIN
Good talking to you.

He exits -- Simon puzzled and concerned.

113 INT. CAROL'S APT. - NIGHT 113

Carol seated working on a letter... She is trying to express her gratitude... An enormous sheaf of completed pages sit next to her... She is so involved she doesn't even look up as a young man, SEAN, knocks on the door and is let in by Beverly.

(CONTINUED)

113 CONTINUED: 113

They exchange greetings and move inside where we faintly hear Spencer greeting him... We MOVE IN and read over Carol's shoulder -- "I'm sorry to have gotten sloppy and emotional in this letter, but it would have been on my conscionce (sic) forever if I didn't tell you how gratefull (sic)..."

BEVERLY
You're not still writing that thank you note?

CAROL
I'm on the last page. How do you spell conscience?

BEVERLY
C-o-n-s-c-i-e-n-c-e. I got Sean from the bakery to baby-sit so let's go out.

CAROL
I still don't feel safe leaving Spencer with someone. How do you spell it again?

BEVERLY
Spencer is okay. You'd better start finding something else to do with your free time. If you can't feel good about this break and step out a little...
(struts and pumps her arms)
You ought to get Mr. Udall to send you over a psychiatrist.

CAROL
(more emotionally than she intended)
I don't need one 'cause I know what's really going on here. I have to finish this letter or I'll go nuts.
(looking at paper; weepy)
This can't be right -- con-science.

Carol breathes heavily -- gets control, stopping herself on the brink of crying.

BEVERLY
Carol. What?

(CONTINUED)

113 CONTINUED: (2) 113

Carol is amazed at herself... that she might not be able to stem the flow... wide-eyed with apprehension, she looks at her mother, who, in return, only nods permission for Carol to let it go. A last defiant snort from Carol -- and then she is overwhelmed. The headline comes first.

CAROL
I don't know... It's very strange not feeling that stupid panic thing inside you all the time. Without that you just start thinking about yourself -- and what does that ever get anybody. Today, on the bus there was this adorable couple and I felt myself giving them a dirty look -- I had no idea everything was...

BEVERLY
Go ahead.

CAROL
(great, forceful hand gestures)
... moving in the wrong direction... Away from when I even remembered what it was like to have a man to... anything... hold fucking -- sorry -- hands with, for Christ's sake. I was feeling like really bad that Dr. Bettes is married.
(this next one's tough)
Which is probably why I make poor Spencer hug me more than he wants to... Like the poor kid doesn't have enough problems. He has to make up for his mom not getting any.
(weeps at her insight)
Oh, boy. Who needs these thoughts?

BEVERLY
Spencer's doing fine. So what are you saying, that you're frustr...

(CONTINUED)

113 CONTINUED: (3) 113

CAROL
Leave me be! Why are you doing this? Why are you picking at my sores... What is it that you want?... You want what? What's with you? I hope getting me thinking of everything that's wrong when all I want is to not do this has some purpose.
(puffy; red; furious)
What is it, Mom? No kidding.

Slumped, fought out -- Carol gets out one last, naked husky voiced question.

CAROL
What is it you want? What?

BEVERLY
I want us to go out.

A beat, then.

CAROL
(simply)
Okay.

114 INT. CAROL'S APT. - SPENCER'S ROOM - HALLWAY - NIGHT 114

As they enter, still wiping away the effects of their cry.

CAROL
(to Sean)
We're going out.

SEAN
(looking at their red eyes)
Looks like fun.

She kisses Spencer -- almost getting involved in what he's doing -- then sees her mother waiting.

CAROL
Okay -- we're out of here. I love you.

(CONTINUED)

114 CONTINUED: 114

Spencer nods -- involved with Sean. CAMERA FOLLOWS Carol as she exits the apartment -- her mother leading. Halfway down the stairs, she stops and reverses herself, going back to the apartment which she re-enters -- then to her son to ask:

CAROL
Do you love me?

SPENCER
Uh-huh.

Carol exits.

115 EXT. STREET - NEAR CAROL'S BLDG. (MOVING) - NIGHT 115

Beverly and Carol walking past the store windows. A simple and unprecedented experience in their recent lives.

BEVERLY
Nice to get out, isn't it?

Carol nods tightly... then they wrap arms around each other and continue walking, turning into a corner bar.

116 INT. CAROL'S RESTAURANT - CLOSE ON CAROL - DAY 116

As Carol stands nervously while Lisa finishes reading her 14-page letter. In the b.g. Melvin and Frank are seated at the same table and in earnest conversation. Lisa keeps flicking away tears -- a few drops on the pages.

CAROL
Don't get it wet.

Lisa brushes the paper -- finishes and embraces Carol.

CAROL
So it's okay?

LISA
You almost have me liking him. You sure come from the heart. I never knew what you went through with everything.

(CONTINUED)

116 CONTINUED: 116

CAROL
I wanted him to know how much he'd done.
(looking over)
Can you believe he's eating with someone.

ON MELVIN & FRANK

MELVIN
It's not my dog and this Simon seems to have enough on his mind -- but he did throw up twice and his spark is off.

FRANK
Sure -- take him to the vet.

MELVIN
I did. And his stomach is out of whack. So they need him for a couple of days.

FRANK
Do it.

CAROL
Melvin.

She self-consciously hands him the thick envelope.

MELVIN
What's this?

CAROL
(sotto)
A thank-you note for what you did for me.

He hands it back to her deliberately. She takes it and walks back to the service area where, embarrassed, confused, and messed with -- she tosses the note.

After Carol leaves...

FRANK
She's nice.

MELVIN
(to Frank)
Really nice. Shouldn't that be a good thing... telling someone, 'no thanks required.'

(CONTINUED)

116 CONTINUED: (2) 116

FRANK
It looks like it really went over. You're sure making the rounds. Simon says you brought him soup last night. I hope he doesn't write you a note.

Melvin looks up -- wary -- his brain sends a disturbing message.

FRANK
What?

MELVIN
'What?' Look at you... You sense a mark.

FRANK
Hey -- you called me... I...

MELVIN
About a dog.

FRANK
Yeah, but it's all about Simon now... you helped with the dog... And now there are other things. I'm just as concerned as you are about Simon.

MELVIN
Concerned. I'm just the hall monitor here.

FRANK
It's not only financial assistance. What he's got to do is go to Baltimore tomorrow and ask his parents for money. It's not going to happen on the phone.

MELVIN
Yeah. If his parents are alive they've got to help -- those are the rules. Good.

FRANK
Yes. And tomorrow? I have a high maintenance selling painter coming through... So I'm out. Can you take him?

MELVIN
Think white and get serious.

(CONTINUED)

116 CONTINUED: (3) 116

Carol enters scene.

FRANK
Take my car -- a convertible. Do you drive?

MELVIN
(loudly)
Like the wind but I'm not doing it.

CAROL
Getting loud, getting loud.

MELVIN
He wants me to take his car and his client to Baltimore.

CAROL
I want your life for a minute where my big problem is someone offers me a free convertible so I can get out of this city.

She exits. Frank prepares to depart.

MELVIN
Okay. I'll take him. Get him packed -- ready -- tomorrow morning.

Frank stumbles back... self-satisfied, he relaxes.

MELVIN
(excited)
Okay... so I'll see you tomorrow. Let's not drag this out. We don't enjoy one another that much.

FRANK
If there's some mental health foundation that raises money to help people like you be sure to let me know.

MELVIN
Last word freak.

Frank adjusts and exits... Carol approaches calling a "goodbye" to him.

CAROL
So. Anything else?

(CONTINUED)

116 CONTINUED: (4) 116

MELVIN
Yes... I'm going to give my queer neighbor a lift to Baltimore.

CAROL
Okay.

MELVIN
Hey, what I did for you is working out?

CAROL
(a breath; then)
What you did changed my life.

She offers him the note.

MELVIN
No... no thank you notes.

CAROL
Well, part of what I said in this entire history of my life which you won't read is that somehow you've done more for my mother, my son and me, than anyone else ever has... And that makes you the most important, surprising, generous person I've ever met and that you be in our daily prayers forever.

MELVIN
Lovely.

CAROL
I also wrote one part... I wrote I'm sorry... I was talking about I was sorry when I got mad at you when you came over and you told my son that he ought to answer back so I wrote that.
(reading from the letter, Melvin wildy uncomfortable)
I was sorry for busting you on that... and I'm sorry for busting in on you that night... when I said I was never... I was sorry and I'm sorry every time your food was cold and that you had to wait two seconds for a coffee filler...

Melvin wants to disappear but Carol is getting into it -- emotionally moved by her own words.

(CONTINUED)

116 CONTINUED: (5) 116

CAROL
... and I'm sorry for never spotting, right there at the table in the restaurant, the human being that had it in him to do this thing for us... You know what, I'm just going to start from the beginning... I have not been able to express my gratefulness to you... even as I look at the word 'grateful' now it doesn't begin to tell you what I feel for you...

And finally Carol notes Melvin's mood and pauses.

MELVIN
Nice of you... thank you.

CAROL
Thank you.

MELVIN
Now I want you to do something for me.

She looks at him for a very strange, long beat.

CAROL
Oh, I'm sorry... Didn't I say, 'what?' I thought I said, 'what?'... What?

MELVIN
I want you to go on this trip.

CAROL
No, sir...

MELVIN
I can't do this alone. I'm afraid he'll pull the stiff one eye on me. I need you to chaperon. Separate everything but cars. You said you liked convertibles. Now I'm on the hook.

CAROL
The stiff one eye?

MELVIN
Two days.

CAROL
I can't. I work.

116 CONTINUED: (6) 116

MELVIN
You take off when you have to.

CAROL
My son.

MELVIN
Bettes tells me he's doing fine.

CAROL
(no other way)
Melvin, I'd rather not.

MELVIN
What's that got to do with it?

CAROL
Funny, I thought it was a strong point.

MELVIN
Write me a note and ain't she sweet. I need a hand and where'd she go.

CAROL
Are you saying accepting your help obligates me?!?

MELVIN
Is there another way to see it?

CAROL
No.

117 INT. CAROL'S APARTMENT - BEVERLY'S BEDROOM - NIGHT 117

Carol takes an old weekend case down from the top shelf of the closet.

CAROL
Well, here's a little suitcase shocked that it's being used.

She holds up a dress -- a pretty one... then decides it's too pretty and puts it back... Now she looks in another drawer and pauses as if she ponders one of the mysteries of the ages. She hesitates then talks to herself.

(CONTINUED)

117 CONTINUED: 117

INSERT - UNDERWEAR DRAWER

Her best underwear neatly stacked alongside her everyday "girl Jockies." She fingers the good stuff -- puts it back -- then the everyday -- hesitates.

CAROL
(furiously exasperated)
There's no way to pack for this trip... well, I'll tell you -- I'm not packing the camera.

As she exits the room --

118 INT. CAROL'S APARTMENT - KITCHEN - NIGHT 118

As she picks up the phone.

119 INT. MELVIN'S APARTMENT - BEDROOM - NIGHT 119

Melvin is in his bedroom -- everything he's taking neatly stacked on the bed waiting to be packed (he is taking a camera). He has a list of what he needs. All items -- underwear, socks, etc... with four checks next to each one and still he -- checks each stack on the bed and adds another check. The PHONE RINGS. This is an amazing development. He has almost no recent experience with receiving a nighttime phone call. He makes a little comment to himself as he moves.

MELVIN
Woo-woo.

He stops -- briefly trying to remember where the phone is -- and then, remembering, crosses and picks it up but before bringing it to his mouth nervously clears his throat.

ON CAROL

As she hears his throat being cleared. It is not a pretty sound. (The following conversation is INTERCUT.)

CAROL
Hello?

MELVIN
Are you still coming?

CAROL
Yes.

(CONTINUED)

119 CONTINUED: 119

Melvin visibly relaxes.

CAROL
Melvin... I'd like to know exactly where we are going.

MELVIN
Just south of Baltimore, Maryland. So I know what you're going to ask next.
(correcting himself)
That you might ask -- I'm not certain.

CAROL
There's... there's no need to bring anything dressy... or... I mean -- I didn't know if we'd be eating at any restaurants that have dress codes.

MELVIN
Oh.
(a beat)
We might. Yes. We can. Let's.

CAROL
Okay, gotcha. What did you think I was going to ask?

MELVIN
Whether crabs are in season there now...

CAROL
Oh. Okay, then -- Melvin. Good night.

120 INT. CAROL'S APARTMENT - BEVERLY'S BEDROOM - NIGHT 120

Beverly looks up expectantly as her daughter enters.

BEVERLY
How was it talking to him?

CAROL
Stop treating this like I'm going away with a man. He's just going to say those crappy, sick, complaining, angry things to me. I hate this, Mom -- I hate this. He's a freak show -- the worst person I ever met.

(CONTINUED)

120 CONTINUED: 120

BEVERLY
Well, maybe he has nice friends.

121 EXT. CAROL'S APARTMENT BUILDING - DAY 121

Beverly and Spencer wait with her. The bus approaches. She kisses them.

CAROL
(to Spencer)
You stand there and I'll wave to you from the back window.

As she boards the bus.

BEVERLY
Call me as soon as you're settled.

CAROL
(to Spencer)
I love you.

The bus driver closes the doors on her -- she shoves them open.

CAROL
(to bus driver)
Sensitive, huh?!?

The bus pulls out. He runs after the bus -- waving at his mother who grows concerned that he may be taxing himself.

122 OMITTED 122

122A INT. VETERINARIAN'S WAITING ROOM - DAY 122A

A female VETERINARIAN in surgical scrubs holds Verdell as Melvin finishes filling out some forms.

On opposite sides of the waiting room, a very large black dog and a tiny chihuahua sit patiently with their owners.

VETERINARIAN
Anything unusual in the dog's diet?

MELVIN
No. Everybody gets their own cage?

122A CONTINUED: 122A

VETERINARIAN
Certainly.

MELVIN
(pointing to chihuahua)
Put him in with that one, not that one...
(pointing to large dog)
... Builds his confidence.

123 EXT. BUS STOP NEAR APARTMENT BUILDING (NEW YORK) - DAY 123

Carol disembarks.

124 EXT. APARTMENT BUILDING (NEW YORK) - DAY 124

As she walks and turns a corner.

CLOSE ON CAROL

The shot of the prisoner taking the walk toward the death chamber. But the prisoner -- has grit -- her knees do not buckle. She does not whimper. No prison "screws" will have to support her weight. Still, the prospect couldn't be grimmer.

CAROL'S POV

Melvin next to a spiffy convertible. Top down. Trunk open.

CLOSER ON MELVIN

He is wearing driving gloves and turns to witness the tussle Frank and Simon are having just inside the building.

FRANK
I'm sorry that I'm not taking you.

SIMON
(upset)
So am I, Frank.

Frank starts to leave -- Simon stops him. They embrace.

MELVIN
Soak it up -- it's your last chance at a hug for a few days.

(CONTINUED)

124 CONTINUED: 124

As Frank moves off Melvin sees Carol and his demeanor changes... that quickly there is a shyness.

CAROL
Hi.

MELVIN
Thanks for being on time... Carol, the waitress, this is Simon, the fag.

CAROL
Hello... Oh, my God, who did that to you?

SIMON
I, uh.... I was... attacked. Walked in on people robbing me. I was hospitalized. I almost died.

MELVIN
Let's do the small talk in the car. Load up.

Carol puts her bag in the car --

MELVIN
I was going to do that for you.

CAROL
(taken aback)
It's okay. No problem. Where should we sit?

MELVIN
(totally non-plussed)
I -- uh, I... Well, there are no place cards or anything.

CAROL
(to Simon)
Let me go in back. You look like you need all the room you can manage.

SIMON
That's very thoughtful.

MELVIN
Never a break. Never.

Carol steps into the back. Melvin disappointed that he's not sitting next to Carol... Carol is wedged in the small back seat. She struggles to get her feet in.

(CONTINUED)

124 CONTINUED: (2) 124

MELVIN
You're really jammed back there.

He reaches for the latch between his legs and slides his seat and, with some effort, wrenches it forward giving Carol more room and putting him right against the wheel. She is startled by the gesture.

CAROL
Thanks, Melvin.

MELVIN
Welcome.

And off they go. Simon and Carol stunned by the manners.

125 EXT. 12TH STREET 125

Turning onto Fifth.

MELVIN
I got the whole ride programmed.

CAMERA FOLLOWS as Melvin goes to a rack of CDs -- all carefully labelled. He selects and begins to play the one marked "ICEBREAKER." It is a song which we clearly and quickly judge as off the circumstances -- a quick burst of "Y.M.C.A." Melvin STOPS the MUSIC and chuckles.

MELVIN
Just wanted to see what you'd do.
No, we have greatness here.

He goes for another CD labelled "FOR USE TO PEP THINGS UP."

The Car turns onto Seventh as we hear BEAUTIFULLY SELECTED MUSIC.

CAROL (O.S.)
Hey, I like this music.

And, as the MUSIC PLAYS, Simon looks out.

125A OMITTED 125A

126 EXT. ROAD - DAY 126

The three of them... Carol chattering away.

(CONTINUED)

126 CONTINUED: 126

CAROL
I don't know the last time I've been out of the city... Hey, my arms are tanning... I used to tan great... We gotta stop soon so'se I can check on Spencer.

SIMON
(during the above)
I'm sorry... I can't hear you. I can't turn my head all the way yet... tell her we can't hear her.

MELVIN
Doesn't matter. She's enjoying herself. Consider it part of the music.

127 OMITTED 127

128 EXT. ROAD - DAY 128

A short time later. Carol is now driving.

CAROL
I'm sure, Simon, they did something real off for you to feel this way... But when it comes to your parents -- or your kid -- things will always be off for you unless you set it straight. Maybe this thing happened to you just to give you that chance.

MELVIN
Nonsense!

CAROL
Anybody here who's interested in what Melvin has to say raise their hands.

Simon does not raise his hand. Simon and Carol have thus declared their majority.

SIMON
Do you want to know what happened with my parents?

CAROL
Yes. I really would.

(CONTINUED)

128 CONTINUED: 128

SIMON
Well...

CAROL
No, let me pull over so I can pay full attention.

Car pulling over toward parking spot.

129 EXT. HIGHWAY - CURBSIDE - CONVERTIBLE - DAY 129

She takes the car curbside and parks.

CAROL
Now go ahead.

Simon looks back at Melvin as does Carol. He looks innocent. Several beats -- Melvin almost says something -- a hidden hand gesture from Carol stops him. Finally.

SIMON
Well, I always painted. Always. And my mother always encouraged it. She was sort of fabulous about it actually... and she used to... I was too young to think there was anything at all wrong with it... and she was very natural. She used to pose nude for me... and I thought or assumed my father was aware of it.

MELVIN
This stuff is pointless.

CAROL
Hey -- you let him...

MELVIN
You like sad stories -- you want mine.

CAROL
Stop. Go ahead, Simon. Really. Please. Don't let him stop you. Ignore him.

SIMON
Okay. Well, one day my father came in on one of those painting sessions when I was nine -- and he just started screaming at her -- at us -- at evil. And...

(CONTINUED)

129 CONTINUED: 129

MELVIN
(very quickly)
... my father didn't leave his room for 11 years -- he hit my hand with a yardstick if I made a mistake on the piano.

CAROL
Go ahead, Simon. Your father walked in on you and was yelling and... really, come on.

SIMON
I was trying to defend my mother and make peace, in the lamest way. I said, 'she's not naked -- it's art.' And then he started hitting me. And he beat me unconscious. After that he talked to me less and less -- he knew before I did what I was... The morning I left for college, my dad came into my room. He held out his hand. It was filled with money. A big wad of sweaty money.
(gathers himself)
And he said to me, 'I don't want you to ever come back.' I grabbed him and I hugged him... He turned and walked out.

Carol, whose life has been rugged but basic, feels as strange as she does moved by Simon's trauma which is so much more complicated then her meat and potatoes troubles. She looks out her window -- then kisses her fingers and touches them to Simon's cheek. A nice, understated, gesture of friendship.

CAROL
Well, you know -- I still stay what I said. You've got to get past it all when it comes to your parents. We all have these horror stories to get over.

Melvin shifts INTO the FRAME.

MELVIN
That's not true. Some of us have great stories... pretty stories that take place at lakes with boats and friends and noodle salad.
(MORE)

(CONTINUED)

129 CONTINUED: (2) 129

MELVIN (CONT'D)
Just not anybody in this car. But lots of people -- that's their story -- good times and noodle salad... and that's what makes it hard. Not that you had it bad but being that pissed that so many had it good.

CAROL
No.

SIMON
Not it at all, really.

MELVIN
(a veteran's irony)
Not at all, huh?!?... Let's go to the hotel. And if you're lucky tomorrow Dad will give you another wad of sweaty money.

130 INT. HOTEL SUITE - LIVING ROOM/CAROL'S ROOM - DAY 130

MELVIN
Two bedrooms and the sofa opens...

Carol is on the phone in the living room -- She hangs up.

CAROL
(to Simon)
No answer... Maybe we should just drive there tomorrow. Can I have that one?

MELVIN
Yes... sure.
(to Simon)
I'll take the sofa.

Carol walks into her room -- the nicest room she'll ever have slept in... She goes to the phone and dials...

CAROL
(into phone)
Hello... Hi, Spencer... Why are you out of breath? You did?!? That is great... So great... So -- no, wait a second, Spence...

131 INT. HOTEL SUITE - MELVIN AND SIMON'S HOTEL ROOM - DAY 131

Melvin watches Simon struggle to unpack his especially neat suitcase. Melvin is uncomfortable.

MELVIN
Can I ask you a personal question?

Simon laughs loudly in apprehension squared.

MELVIN
Do you ever get an erection for a woman?

SIMON
Melvin...

MELVIN
Wouldn't your life be a lot easier if you were not...

SIMON
You consider your life easy.

MELVIN
I give you that one...
(eyes suitcase)
Nice packing.

132 OMITTED 132

133 INT. HOTEL SUITE - LIVING ROOM - DAY 133

Carol enters the common living room... Melvin is sitting there. Carol is dealing with a number of unsettling new factors in her life.

CAROL
My son was outside playing soccer. I never saw him play ball. Come on, you guys -- take me out for a good time... Take me out dancing.

MELVIN
Dancing?

SIMON
I can't, I'm exhausted.

Carol walks to Simon and puts an arm on him. Melvin is visibly disturbed by her gesture.

(CONTINUED)

133 CONTINUED: 133

CAROL
(to Simon)
I don't blame you... This is a monumental first day out... You sad or anything?

SIMON
No... Nervous. It would be very rough, Carol, if you weren't along.

CAROL
What a nice compliment.

She gives Simon a kiss... Melvin deals with jealousy. She turns to him.

CAROL
I'm happy. And you're my date. Let's get dressed.

She exits the room. Melvin unnerved.

MELVIN
I'm going to jump in the shower. I'll be right with you.

134 INT. HOTEL SUITE - NIGHT 134

As Carol, dressed in a thrift shop find, enters the main room of the suite and hears the SHOWER running -- she sits down to wait -- through...

SERIES OF DISSOLVES

Showing the enormous length of time which transpires until finally a seriously clean Melvin emerges from the bathroom through a cloud of steam. They exit.

135 EXT. FIRST RATE RESTAURANT - NIGHT 135

As they drive up.

VALET
Good evening, sir...

MELVIN
They sell hard shell crabs here?

VALET
Yes.

136 INT. FIRST RATE RESTAURANT - NIGHT 136

As they enter...

HEAD WAITER
Good evening.

MELVIN
Hi. You have hard shells, right?

CAROL
Stop asking everyone.

MELVIN
Just him and that's it. Okay, you can answer -- we've worked it out.

HEAD WAITER
Yes, we do... And I can give you a tie and jacket.

MELVIN
What?

HEAD WAITER
They require a tie and jacket but we have some available.

He reaches into the coat check room and withdraws them.

MELVIN
No... I'm not wearing that -- and just in case you were going to ask I'm not going to let you inject me with plague either.

CAROL
You promised a nice place -- can't you just...
(to Head Waiter)
You have these dry cleaned all the time, don't you?

HEAD WAITER
Actually, I don't think so.

MELVIN
(to Carol)
Wait here.

137 EXT. FIRST RATE RESTAURANT - NIGHT 137

As Melvin takes his car back from the valet.

138 EXT. STREET - SHOPPING MALL - NIGHT 138

As the car goes right across the street to a shopping mall.

139 INT. SHOPPING MALL - MEN'S STORE - NIGHT 139

Melvin walks to the doorway and stops suddenly.

SALESMAN
Good evening.

MELVIN
I need a coat and tie.

OTHER ANGLE

CAMERA REVEALS that the floor is intricately patterned so that passage for Melvin is impossible.

SALESMAN
Come on in.

MELVIN
No.

SALESMAN
No?

MELVIN
(pointing)
That jacket and give me a tie.

140 EXT. FIRST RATE RESTAURANT - NIGHT 140

As he pulls up -- a new VALET taking his car.

VALET #2
Good evening.

MELVIN
You have hard shells?

VALET #2
I'm not sure.

MELVIN
Everyone else says you do.

VALET #2
Then I guess we do.

141 INT. FIRST RATE RESTAURANT 141

As he enters, looks for and then spots Carol. She is having a martini at the bar... Sitting on a stool -- watching COUPLES dance... Happy by herself... Turning down a MAN who wants to buy her another... And Melvin watches... Watches his date.

HEAD WAITER
Shall I get her for you?

MELVIN
No it's all right. I'll just watch.

He enjoys watching her for a few more beats... She turns -- Melvin makes a "Haul your ass over here" gesture... and she smiles and walks toward him... A WAITER has lifted her drink -- placed it on a tray and follows her. She takes a bit of a slalom course through the tables, giddy as the MUSIC PLAYS and couples dance in the b.g. She notices the Waiter in her trail.

CAROL
(mouthing the words to Mevlin)
My drink is following me.

Melvin watches her approach. It is all too exquisite. He takes a breath -- it doesn't come easily.

CAROL
You look s...

She stops herself from saying "sexy," regathers, then...

CAROL
You look great.

They arrive at the table. He holds out her chair for her.

CAROL
You wanna dance?

MELVIN
I've been thinking about that since you brought it up before.

CAROL
(rising)
And?

(CONTINUED)

141 CONTINUED: 141

MELVIN
No...
(and before she can digest that)
... I don't get this place. They make me buy an outfit but they let you wear a house dress. I don't get it.

ON CAROL

Melvin has no idea he has insulted her. Sandbagged in extremis, she gets up -- actually ready to leave.

MELVIN
No. Wait. What? Why? I didn't mean it. You gotta sit down. You can still give me the dirty look... just sit down and give it to me.

CAROL
Melvin, pay me a compliment... I need one and quick... You have no idea how much what you said just hurt my feelings.

MELVIN
(really pissed; mutters)
The monominute somebody gets that you need them they threaten to go away. Never fails.

CAROL
That's not a compliment, Melvin... That's just trying to sound smart so I feel stupid... A compliment is something nice about somebody else... Now or never.

MELVIN
Okay.

He waves her down.

CAROL
(sitting)
And mean it...

MELVIN
Can we order first?

(CONTINUED)

141 CONTINUED: (2) 141

She thinks and then nods. The Waiter is across the room. This does not stop Melvin.

MELVIN
(calling)
Two crab dinners and a pitcher of cold beer.
(to Carol)
Baked or fries?

CAROL
Fries.

MELVIN
(calling)
One baked -- one fries.

STARTLED WAITER
(shouting back)
I'll tell your watier.

MELVIN
(to Carol)
Okay, I got a real great compliment for you and it's true.

CAROL
I am so afraid you're about to say something awful...

MELVIN
Don't be pessimistic. It's not your style. Okay... Here I goes... Clearly a mistake.
(this is hell for him)
I have this -- what? Ailment... And my doctor -- a shrink... who I used to see all the time... he says 50 to 60 percent of the time a pill can really help. I hate pills. Very dangerous things, pills. 'Hate,' I am using the word 'hate' about pills. My compliment is that when you came to my house that time and told me how you'd never -- well, you were there, you know... The next morning I started taking these pills.

(CONTINUED)

141 CONTINUED: (3) 141

CAROL
(a little confused)
I don't quite get how that's a compliment for me.

Amazing that something in Melvin rises to the occasion -- so that he uncharacteristically looks at her directly -- then:

MELVIN
You make me want to be a better man.

Carol never expected the kind of praise which would so slip under her guard. She stumbles a bit -- flattered, momentarily moved and his for the taking.

CAROL
That's maybe the best compliment of my life.

MELVIN
Then I've really overshot here 'cause I was aiming at just enough to keep you from walking out.

Carol laughs.

CAROL
So how are you doing with those pills? Well, I hopahopahopa.

MELVIN
Takes months to know... They work little by little.
(holds his head; then)
Talking like this is exhausting.

Carol moves to the chair next to him... She sits very close -- he tenses.

CAROL
Have you ever let a romantic moment make you do something you know is stupid?

MELVIN
Never.

CAROL
Here's the trouble with never.

(CONTINUED)

141 CONTINUED: (4) 141

TIGHT SHOT

for the kiss. Their faces are close -- she looks at him... She closes her eyes -- her face moving toward him -- he is wide-eyed and afraid... His face almost moves away -- in a shot this close it's almost flight... But now his head moves back and he receives her kiss. It is brief. Carol smiles encouragement to him and herself. Melvin can't bear the pleasure.

MELVIN
You don't owe me that.

CAROL
That wasn't payment. When you first came into breakfast, when I saw you -- I thought you were handsome... Then, of course, you spoke... So now that your soft li'l underbelly is all exposed. Tell me, why did you bring me?

Melvin's voice is soft -- hesitant, okay, vulnerable... as he holds up his hands in a "stop" signal.

MELVIN
Well, ah... that's a personal question.

CAROL
Tell me even if you're scared. Tell me why you wanted me here. It's okay.

She kisses him again.

CAROL
If you ask me... I'll say, 'yes.'

MELVIN
(dissembling)
There are lots of reasons... I had a thought that if you had sex with Simon it might...

CAROL
(humiliated)
Sex with Simon?

MELVIN
It's one idea...

(CONTINUED)

141 CONTINUED: (5) 141

CAROL
That's why you brought me? Look at me! Is that really why you brought me... Like I'm a what and I owe you what?!

MELVIN
I don't know why I brought you -- that idea occurred to me is all... It came out first... Hey, you kiss him -- me ... He says he loves you. You two hit it off. But you don't want to... fine... Forget what I said about sex and Simon. It was a mistake.

CAROL
(wiping away tears)
I'll never forget you said it.

MELVIN
It was a mistake.

But she has already turned away and exits the restaurant... Melvin alone and miserable.

A141 INT. SIMON'S HOTEL ROOM - NIGHT A141

He finishes dialing. He is extremely tense -- not breathing -- a lump in his throat -- trying not to let the anxiety immobilize him... the NUMBER RINGS twice, then a humorless male voice:

PARENTS' VOICES (V.O.)
(humorless male voice)
Hi. This is Fred Bishop...
(perky woman's voice)
... and Betty.
(Fred again)
We are sorry to be unable to take your call right now. Please leave a message and we'd appreciate your including the time/date and purpose of your call.
(Simon mouths the word "date," then Betty speaks before the beep) Bye-bye.

(CONTINUED)

A141 CONTINUED: A141

SIMON
Ah, this is Simon... I'm here in town...
(he waits)
... and, folks, you haven't come home later than 10 in your lives. Please pick up -- really... Okay... I'm going to call again in the morning. I need to see you. Or, at least get you to answer the phone.

He hangs up. His parents want no part of him and he needs help.

142 OMITTED 142

143 INT. HOTEL SUITE - CAROL'S ROOM - NIGHT 143

As Carol enters with some energy. We FOLLOW her as she goes into her room -- takes her suitcase, begins throwing things in.

144 INT. HOTEL SUITE - SIMON'S ROOM - NIGHT 144

SIMON
(calling out)
Hello... Hello???

Carol thrusts open the door and enters...

SIMON
Was this supposed to be your room?

CAROL
Our room. I don't want to see him and he's not going to come knocking on your door.

Simon struggles with his shirt -- she helps him, inadvertently venting some anger as she does so.

SIMON
Can you not be violent?

CAROL
I don't think so. You need help with the pants?

(CONTINUED)

144 CONTINUED: 144

SIMON
(emphatically)
No!!!

CAROL
I'm going to take a big bath and order a big meal.

SIMON
Uh-huh...

CAROL
I'm sorry... are you okay?

SIMON
Well, considering everything's horrible and tomorrow I have to face my parents... Don't ask me ... I'm sick of my own complaints ... got to get me a new set of thoughts.

CAROL
Why? What have you been thinking about?

SIMON
How to die, mostly.

CAROL
Can you believe in our little mix you're the good roommate.

Simon laughs -- as she crosses to the bathroom and begins to prepare a bath.

SIMON
(turning off the light)
Good night.

CAROL
Good night.

We are ON Simon settling in for sleep, when instinct or sounds or the faint glow of hope turns him so that he faces the bathroom and we have...

SIMON'S POV

Carol sitting at tub's edge -- a towel around her and now as Simon looks at the bathing beauty she adjusts her hair -- the towel falls -- a better than perfect breast exposed...

(CONTINUED)

144 CONTINUED: (2) 144

BACK TO SCENE

SIMON
(a whisper)
Hold it.

He leaves the bed.

ANGLE ON HOTEL DESK

What's he up to... he takes the blotter from the desk set and a pen from his jacket pocket which hangs on the chair and with vigor and faint pain moves to the other side of the bed where he turns on the light and stares at Carol.

SIMON
I've got to sketch you.

CAROL
No... Absolutely not. I'm shyer than you think. I give the wrong impressions sometimes and...

SIMON
I haven't even been thinking about sketching for weeks.

CAROL
Stop staring. Do a vase.

SIMON
But you're beautiful... your skin glows.

CAROL
Thanks. But I just want to take a bath and...

SIMON
That long neck -- the line of you... you're porcelain... your back goes on forever. You're classic... you're why cavemen chiseled on walls...

CAROL
All right, cut me a break.

Simon's pen moves across the blotter -- Carol sees him earnestly engrossed, a beat of indecision and then shyly but deliberately she lowers the towel. He's right. She's breathtaking.

145 INT. BAR - NIGHT 145

Melvin sits alone, nursing a drink. He's been talking to the bartender.

MELVIN
So then, the next thing I know, she's sitting right next to me, and then, well, it's not right to go into the details, but I screwed up. I got nervous. I said the wrong thing and if I hadn't, I could be in bed now with a woman who if you could make her smile you got a life. Instead, I'm here with you, no offense, a moron pushing the last legal drug.

He sits there, just another Joe on a bar stool with his heart breaking.

146 INT. HOTEL SUITE - SIMON'S ROOM - CLOSE ON SIMON - NIGHT 146

He's excited -- smiling... We hear Carol -- also revved.

CAROL (O.S.)
I don't care how you put it -- We're being naughty here, pal.

FULL SHOT

Carol holding a pose for Simon... He is holding a ballpoint over the back of a hotel desk blotter. His style cramped by his cast.

SIMON
No. No. This is great, this is so great. I can't get the angle with this cast.

He struggles with the cast, and then decides to struggle no more. Summoning remarkable strength, he rips a piece from the cast, freeing his hand -- he roars ironically -- a lion's roar of liberation. He is back at his center.

147 INT. HOTEL SUITE - LIVING ROOM - DAY 147

Melvin is having a room service breakfast.

The door opens... Simon enters. A new Simon -- better than ever, clearly happy -- a morning-after glow.

(CONTINUED)

147 CONTINUED: 147

MELVIN
Did you have sex with her?

Carol follows him out. Her arms are filled with the hotel soaps, shampoos, etc.

MELVIN
Sorry, didn't realize she was right there.
(a beat)
Did you have sex with her?

CAROL
To hell with sex.

Carol looks at Melvin -- he cannot meet her gaze.

CAROL
We held each other. It was better than sex. What I need he gave me great.

SIMON
I just love her.
(beat)
How're you doing?

Melvin reacts.

148 INT. HOTEL SUITE - DAY 148

Simon finishes dialing the phone... a brief wait, then:

SIMON
Hello, hi, Mom -- I can barely hear you. Do you have to whisper? No -- don't apologize -- it was the luckiest thing for all of us that you didn't answer last night... I can't hear you... okay, dear, just listen to me then.

ON MELVIN AND CAROL

Melvin has been reduced to straight talk as Carol brings the bathroom bounty into the room and begins to put it in her suitcase.

(CONTINUED)

148 CONTINUED: 148

MELVIN
I get why you're angry. It's no snap to explain why I was like that, but let's not try to do it on the run...

SIMON
... so Mom. Truly no grudges -- truly. A little odd that you didn't come to see me when you heard I was hurt, but the important thing I want you to know is your son is happy. I'm working again. I'll make do -- I don't want a thing. Wouldn't take it if it was offered. I'll drop you a note from wherever I land and then it's up to you. I hope we patch things up but know that if we don't, I wish you both the very best... I can't hear you. You heard me, though, right? Good -- take good care. 'Bye.

He hangs up, totally satisfied with himself and zips over to Carol and Melvin.

MELVIN
... Now he's going to want to stay. And they'll want to take a ride to the lake or whatever. So it's a good five hours back. It gives us a chance to take it easy and...

SIMON
I'm going back with you.

CAROL
But what about...

SIMON
I'll take care of myself --

MELVIN
What are you talking about? You got real problems.

SIMON
I know. I'm a little bit nervous. Suddenly everything seems so easy. Carol, a load has been lifted.

(CONTINUED)

148 CONTINUED: (2) 148

CAROL
One night with me!

SIMON
You think you're kidding.

Melvin stalks out.

148A thru 148H OMITTED 148A thru 148H

149 EXT. HIGHWAY - DAY 149

The car parked near a phone booth --

MELVIN
(to Frank over the phone)
Aww Jesus! No choice.

Carol walks up to Simon in the car.

CAROL
I got a gift for you.

She hands him a baseball cap.

MELVIN
(on phone)
Nothing like no choice to make you feel at home.

CAROL
(to Simon)
Let me see... Ahh gorgeous!

MELVIN
Do it then. Get the dog picked up. I can't believe you let it stay there.

Melvin hangs up the phone.

MELVIN
Goodbye.
(to Simon)
Well, your luck is holding. They sublet your place. You're homeless. Frank's got a line on another place you can use for now.

(CONTINUED)

149 CONTINUED: 149

SIMON
Another place where?

MELVIN
Does it matter?

Melvin gets in -- goes to the glove compartment for a special C.D. labelled "For Emergency Use Only." As it PLAYS a confessional love SONG:

CAROL
I don't want to hear that music right now.

MELVIN
What do you mean? You said you liked it.

CAROL
I don't.

MELVIN
This one has a special meaning.

CAROL
It's your car but I don't want to hear it. If that means anything.

Melvin hesitates and then turns OFF the SONG in mid-proclamation of love.

150 & 151 OMITTED 150 & 151

152 EXT. APARTMENT BUILDING (NEW YORK) - NIGHT 152

As the car arrives... They get out...

MELVIN
Here are the keys to my apartment. I'm going to park you in my place while I take Carol home.

CAROL
(hefting bag)
I'll take a bus.

MELVIN
I'll take you... why not?

(CONTINUED)

152 CONTINUED: 152

CAROL
I don't care what you did for me. I don't think I want to know you anymore -- all you do is make me feel badly about myself.
(turning to Simon)
You have my number.

SIMON
(hugging her)
I love you...
(sotto)
Let him take you home.

CAROL
Don't want to. I love you.

She shakes her head and walks off. Simon looking at Melvin with some sympathy.

MELVIN
Don't say anything.

153 INT. MELVIN'S APARTMENT KITCHEN - NIGHT 153

Where Verdell's ears prick.

INT. APARTMENT - NIGHT

As they enter.

MELVIN (O.S.)
I told you to go on in.

SIMON (O.S.)
Look, I've got to get a hold of Frank and see where I'm hanging my hat 'cause...

The door opens, revealing them:

MELVIN
I think you gotta camp it here...

SIMON
What are you talking about?

The dog vaults toward them -- all else forgotten as the dog greets his two favorite people and they talk to him.

(CONTINUED)

153 CONTINUED: 153

SIMON
(to Verdell)
I know the feeling -- you feel like your ol' self again, huh? -- Mommy and Daddy are home.

Melvin reacts.

SIMON
Sorry... You're fun to mess with.

Melvin gets up... Simon notices some of his paintings.

MELVIN
They took your place furnished. Jackie said she grabbed your personal stuff -- they were supposed to set you up here.
(leading the way)
There's this extra room -- I never use. It gets good light. No other answer really.

Simon follows.

154 INT. SIMON'S NEW ROOM - NIGHT 154

As they enter... the room clean and organized -- a small but lovely garret.

SIMON
Thank you, Melvin. You overwhelm me.

MELVIN
They did a nice job... Cozy, huh?

SIMON
I love you.

Melvin looks at him finally -- pretensions fall.

MELVIN
I'll tell you, buddy, I'd be the luckiest guy alive if that did it for me.

155 INT. CAROL'S APARTMENT - NIGHT 155

As Carol unpacks, she gives gifts to her mother and Spencer. But clearly something gnaws at her psyche.

156 INT. MELVIN'S APARTMENT - BEDROOM - NIGHT 156

Melvin's two digital clocks are two minutes apart... each around 1:55 a.m... He sits in a chair still fully dressed... forlorn... Verdell in his lap. A beat then we hear Simon's whispered voice.

SIMON (O.S.)
Where is my big hairy boy?

Melvin is alarmed. He stops breathing as his gay houseguest approaches.

SIMON (O.S.)
Verdell, sweeties...?

Melvin breathes again. Simon enters the room.

SIMON
Sorry, didn't know you were awake. I just thought Verdell shouldn't get too used to sleeping in here 'cause then...

MELVIN
Look, we both want the dog -- and...

The PHONE RINGS... they look at each other. Melvin doesn't move.

SIMON
Should I get it?

Melvin nods. Simon walks into the next room... several beats as he finds the phone. We hear him pick it up and:

SIMON (O.S.)
Hello.

ON SIMON

SIMON
(into phone)
Hello. It's me. He took me in. Did you know? Hold on, I'll get him for you.

He walks back to Melvin's room.

INT. MELVIN'S ROOM - NIGHT

As he enters.

(CONTINUED)

156 CONTINUED: 156

SIMON
It's Carol.

Melvin is quickly out of his chair -- the dog in one mitt... he thrusts it at Simon.

MELVIN
Here. Take the dog.

As he speeds him out...

SIMON
Good luck.

157 INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT 157

As Melvin picks up the phone... He clears his throat loudly. Following is INTERCUT between Carol and Melvin -- the first such CUT showing Carol blasted by the throat clearing.

MELVIN
Hello.

CAROL
Yeah... Well...

MELVIN
(very concerned)
How you doing?

CAROL
I can't trust my brain.

MELVIN
That seems like a good choice.

CAROL
I don't know whether I'm being sensible or hard on you.

MELVIN
The two might go together.

CAROL
See. There's an example. I don't know whether you're being cute or crazy now.

MELVIN
(what the hell)
Cute.

(CONTINUED)

157 CONTINUED: 157

CAROL
You don't have to answer everything I say. Just listen to me. Okay?

He nods his head, "yes."

CAROL
It's really something that you're looking after Simon. And what I said on the street. That was a bad thing to say. And it made me sick to my stomach. It was a bad thing to say. And I'd be lying if I didn't say that I enjoyed your company... but the truth is you do bother me enormously and I know -- think -- that it's best for me to not have contact with you because you're just not ready and you're a pretty old guy to not be ready... and I'm too old to ignore that. But there were extraordinary kindnesses that did take place. So thanks for the trip...

She's just broken up with him but she's being nicer than ever. It's hard to know whether to die or not.

MELVIN
Okay to say something now?

CAROL
Go ahead.

MELVIN
I should've danced with you.

CAROL
Okay. Good-bye.

MELVIN
So long.

Carol hangs up. She feels strange. A shoe hasn't dropped. Oh, hell... she misses him.

158 INT. MELVIN'S APARTMENT - LIVING ROOM - NIGHT 158

Melvin walks in anxious circles in the living room. He is impatient.

(CONTINUED)

158 CONTINUED: 158

MELVIN
You going to come talk to me or not?

SIMON
I'm coming.

He enters the room carrying Verdell who strains to be allowed closer to Melvin. Simon releases him.

SIMON
What did she say?

MELVIN
I'm a great guy -- 'extraordinary'...
(before Simon can celebrate)
... and she doesn't want contact with me.
(a beat)
I'm dying here.

SIMON
Because...
(gently)
... you love her?

MELVIN
(sharply)
No... and you're supposed to be sensitive and sharp.

SIMON
Okay... you tell me why --
(mimics him)
'You're dying here.'

MELVIN
I don't know... Let me sleep on it and figure it out.
(then)
Because I'm stuck! Can't go back to what I had... She's evicted me from my life.

SIMON
Did you like it that much?

(CONTINUED)

158 CONTINUED: (2) 158

MELVIN
(furiously)
It was better than this... Look, you, I'm very intelligent. If you're going to give me advice or conversation or consolation or hope, you got to be better than you're doing. If you can't be at least momentarily interesting then shut the hell up. I'm drowning and you're describing water.

SIMON
(getting pissed)
Picking on me won't help.

MELVIN
Well, if that's true then I'm really in trouble.

SIMON
But you know where you're lucky?

MELVIN
Absolutely not.

SIMON
You know who you want. I'll take your seat any day. So do something... don't sleep on it... go over there. I don't think anybody should ever sleep on anything -- it's not always good to let things calm down.

MELVIN
Hey... I'm charged here. But she might kill me for showing up this late.

SIMON
Then get in your jammies and I'll read you a story... I think you've got a chance. The only real enemy you have is her ability to think logically -- the best thing you have going for you is your willingness to humiliate yourself if it gives you one chance in whatever -- so go catch her off-guard.

MELVIN
Okay. Thanks a lot. Here I go.

(CONTINUED)

158 CONTINUED: (3) 158

He moves for the door... stops suddenly, jolted.

SIMON
What's wrong?

MELVIN
I forgot to lock the door.

159 & 160 OMITTED 159 & 160

161 EXT. CAROL'S APARTMENT BUILDING (CAROL'S NEIGHBORHOOD) - NIGHT 161

As he parks. He exits the car -- now wary... looks at his watch... hesitates... walks reluctantly into the apartment house.

162 INT. CAROL'S APARTMENT BUILDING - VESTIBULE - NIGHT 162

As Melvin looks at Carol's doorbell with great uncertainty.

163 INT. CAROL'S APARTMENT - NIGHT 163

Carol in a cotton wrap-around dress/bathrobe... sitting directly in front of a fan... the windows open, reading one of Melvin's books...

There is the briefest possible sound of a DOORBELL... someone has jabbed her downstairs button ever so briefly -- so briefly that she's not certain it's her DOORBELL -- until the same brief sound is REPEATED... She walks to her wide open window and looks out.

HER POV

The convertible at the curb.

BACK TO SCENE

She hesitates --

164 INT. CAROL'S APARTMENT BUILDING - VESTIBULE - NIGHT 164

As Melvin gives up and starts out... turning as the sudden blast of being BUZZED into Carol's life sounds. He bolts for the door and enters.

165 INT. CAROL'S APARTMENT - NIGHT 165

She opens the door.... she hears the sound of MELVIN BOUNDING HEAVILY up the stairs... He reaches her side.

CAROL
What do you want, Melvin?

MELVIN
Were you asleep?

CAROL
What do you want?

MELVIN
'Cause if you were asleep -- I'm sorry. And you could be grouchy.

CAROL
Grouchy?

MELVIN
... 'Cause of being woken up, and it would make my job impossible. So then I wouldn't even try.

CAROL
What job?

MELVIN
Were you asleep?

CAROL
What are you doing here?

ANOTHER ANGLE

Beverly in the hallway looking on --

BACK TO SCENE

MELVIN
I'm sorry I woke you -- some other time.

He half turns to leave.

CAROL
I wasn't asleep!!!

MELVIN
What a break...

(CONTINUED)

165 CONTINUED: 165

CAROL
(losing it a bit)
Is it a secret what you're doing here?

MELVIN
I had to see you...

CAROL
Because...

MELVIN
It relaxes me... I'd feel better just sitting on the curb in front of your house than anyplace else I can think of or imagine.

Carol has not ever heard anything like that before... it's sort of sexy in its sincerity.

ANOTHER ANGLE

As we see in the b.g. that Beverly, standing near her door down the hallway, has heard at least this last part...

Melvin, of course, cannot leave well enough alone...

MELVIN
(serious)
Wait a minute, I'm overstating here, maybe the inside stairs. I don't want to sit with my feet in the gutter. What does that serve? It only...

But suddenly Carol is shouting to the heavens.

CAROL
Stop it!! Why can't I have a normal boyfriend??? Why? Get out of here. Just a regular boyfriend who doesn't go nuts on me...

BEVERLY
(butting in)
Everybody wants that, dear -- it doesn't exist...
(as Carol turns to her)
Sorry... didn't mean to interrupt.

(CONTINUED)

165 CONTINUED: (2) 165

She disappears into her room. Carol snorts a laugh -- gathers herself. A beat.

MELVIN
(hopefully)
Boyfriend?

CAROL
Oh, come on in and try not to ruin everything by being you.

MELVIN
Maybe we could live without the wise cracks.

She looks at him -- then.

CAROL
Maybe we could...

Melvin glances at the cracked pattern of Carol's kitchen linoleum and stalls at the door.

MELVIN
It feels a little confined here. Let's take a walk.

CAROL
See. It's four in the morning. A walk sounds a little screwy to me, if you don't mind.

MELVIN
If you need an excuse, there's a bakery on the corner. There's a shot it'll open soon -- that way we're not screwy -- we're just two people who like warm rolls.

CAROL
Okay.

166 EXT. STREET - NEAR BAKERY - NIGHT 166

They walk quietly -- Melvin still walking with his usual attention to where he steps.

CAROL'S POV

Melvin walking -- and though we can see an improvement -- it is still decidedly strange as he conspicuously avoids stepping on the lines.

166 CONTINUED: 166

BACK TO SCENE

Carol sighs. It is the sound of possibilities crashing down. Melvin looks at her -- embarrassed, self-conscious -- his habits making him appear unworthy.

CAROL
(gently; almost lovingly)
I'm sorry, Melvin -- but whatever this is -- is not going to work.

ON MELVIN

He takes this hard. It forces him to half-whisper something he hasn't at all said to himself... given his history... this is an extraordinary intimacy.

MELVIN
I'm feeling... I've been feeling better.

CAROL
Melvin, even though it may seem that way now -- you don't know me all that well...
(as he scoffs)
I'm not the answer for you.

She starts to turn. He tugs at her arm. As she turns back to him.

MELVIN
Hey, I've got a great compliment for you.

CAROL
You know what? I...

MELVIN
Just let me talk.
(gathers himself with uncertainty, then:)
I'm the only one on the face of the earth who realizes that you're the greatest woman on earth. I'm the only one who appreciates how amazing you are in every single thing you do -- in every single thought you have... in how you are with Spencer -- Spence...
(MORE)

(CONTINUED)

166 CONTINUED: (2) 166

MELVIN (CONT'D)
(he has reached her)
... in how you say what you mean and how you almost always mean something that's all about being straight and good...

ON CAROL

She stands on the precipice of being transported away from the logic which has been her lifeline.

MELVIN
I think most people miss that about you and I watch wondering how they can watch you bring them food and clear their dishes and never get that they have just met the greatest woman alive... And the fact that I get it makes me feel great... about me!
(a real question filled with concern for her)
You got a real good reason to walk out on that?

That last question clearly a true question, not the least rhetorical -- she considers her answer, then:

CAROL
No! It's certainly not. No -- I don't think so. No.

MELVIN
(tentatively)
I'm gonna grab you.
(with conviction)
I didn't mean it to be a question. I'm gonna grab you.

He kisses her. An awkward bomb of a kiss. They separate. A tense beat. Then:

MELVIN
I know I can do better.

(CONTINUED)

166 CONTINUED: (3) 166

They embrace again. He does indeed do much better. A first-class smooch. CAMERA MOVES DOWN to see his foot land squarely on a crack in the sidewalk without his knowledge. They break -- look at each other without a notion of where to take it from here, and then ALMOST in unison begin to walk away FROM CAMERA, Melvin following a path that avoids cracks. Suddenly the lights of the bakery turn on as it opens for business.

CAROL
Warm rolls...

They walk to the bakery, Melvin avoiding the cracks. As they enter the bakery, a WORKER moves toward them to clean the entranceway. Melvin, forced to step back onto a crack, this time he notices -- registers the momentous fact and joins Carol inside as we:

FADE OUT.

THE END